

# GUJARAT POLY ELECTRONICS LIMITED

CIN: L21308GJ1989PLC012743

7. JAMSHEDJI TATAROAD. CHURCHGATE RECLAMATION. MUMBAI-400 020

Ph: 022 - 2282 0048, Fax: 022 - 2285 0606

E-mail: [gpel@kilachand.com](mailto:gpel@kilachand.com), Website: [www.gpelindia.in](http://www.gpelindia.in)

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## **CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE MEETING OF BOARD OF DIRECTORS OF COMPANY HELD ON 15<sup>th</sup> JUNE, 2022 AT 11.00 A.M. BY WAY OF VIDEO CONFERENCING**

### **To approve filing of petition with the NCLT for issue of ½% Non-Cumulative Redeemable Preference Shares of Rs. 100 each in lieu of the existing Preference Shares issued by the Company:**

**“RESOLVED THAT** pursuant to the provision of Section 55 of the Companies Act, 2013 (“Act”), Rule 69 of the National Company Law Tribunal Rules, 2016, and any other applicable provisions of the Act read with rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company as amended, and the provisions of any other applicable law, subject to approval of Members in the forthcoming Extra Ordinary General Meeting of Company, consent of the Board be and is hereby accorded to file a petition with the National Company Law Tribunal, Ahmedabad bench (“NCLT”) for issue of 9,81,500 ½% non-cumulative redeemable preference shares of INR 100 each (“New Preference Shares”) to Polychem Limited (“Polychem”), a public limited company incorporated under the Companies Act, 1913, having its registered office at 7 Jamshedji Tata Road, Churchgate Reclamation, Mumbai, Maharashtra – 400020, in lieu of the existing 9,81,500 ½% non-cumulative redeemable preference shares of INR 100 each initially issued on December 19, 2002 and redeemable on December 19, 2022 (“Existing Preference Shares”), on the terms as mentioned below:

- (i) These Preference Shares are not listed on any recognized Stock Exchange and hence are not tradeable in the open market.
- (ii) **Rate and Payment of Dividend:** The shares shall carry right to a non- cumulative redeemable preferential dividend of ½% p.a. in relation to the capital paid-up on them and which shall remain fixed during the tenure.
- (iii) **Redemption:** The Preference Shares shall be redeemed as prescribed under the provisions of the Companies Act, 2013.
- (iv) **Priority with respect to payment of dividend or repayment of capital:** The non-cumulative redeemable preference shares will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- (v) **Participation in surplus funds / surplus assets and profits:** The non-cumulative redeemable preference shares shall be non-participating in the surplus funds / surplus assets and profits, on winding up which may remain after the entire capital has been repaid.

**REGD. OFFICE: B-18, GANDHINAGAR ELECTRONIC ESTATE, GANDHINAGAR-382 024**

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**(vi) Voting rights:** The non-cumulative redeemable preference shares shall carry voting rights as prescribed under the provisions of the Companies Act, 2013.

**(vii) Conversion:** The non-cumulative redeemable preference shares shall not be converted in equity shares.

**RESOLVED FURTHER THAT** subject to the approval of NCLT on a petition made in this behalf, pursuant to the issue of New Preference Shares, the Existing Preference Shares shall be deemed to have been redeemed in accordance with Section 55(3) of the Act and directions of the NCLT.

**RESOLVED FURTHER THAT** the consent letter dated 18<sup>th</sup> May, 2022 issued by Polychem Limited, the holding company of the Company (being the only holder of the Existing Preference Shares), with respect to (a) the issuance of New Preference Shares in lieu of the Existing Preference Shares; and (b) the filing of a petition with the NCLT in this regard, as tabled before the shareholders, is hereby taken on record.

**RESOLVED FURTHER THAT** Mr. Parthiv Kilachand, Director, Mr. Atul Mehta, Managing Director, Mr. Harshad Jani, Chief Financial Officer and Ms. Nivedita Nayak, Company Secretary of the Company, or such officer or employee of the Company designated by the directors, be and are hereby jointly and severally authorized to all such acts, deeds, matters and things and take all such steps as may be necessary, proper or desirable with regard to the issuance and redemption of the New Preference Shares and to finalize and execute all such deeds and documents as may be necessary or expedient including signing and filing of the petition made to the NCLT, in accordance with the provisions of the Act and rules made thereunder, and filing of necessary forms with the Registrar of Companies, filing of corporate actions with the depository and stock exchanges, etc.

**RESOLVED FURTHER THAT** each director of the Company be and is hereby authorized to certify a copy of this resolution and issue the same to all concerned parties."

**For Gujarat Poly Electronics Limited**



**(Nivedita Nayak)**

**Company Secretary & Compliance Officer**

**FCS: 8479**

## THE COMPANIES ACT, 1956

## COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

## OF

## GUJARAT POLY ELECTRONICS LIMITED

- I. The name of the Company is **GUJARAT POLY ELECTRONICS LIMITED**
- II. The Registered Office of the Company will be situated in the State of Gujarat.
- III. The objects for which the Company is established are :-
  - A. **MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :**
    1. To carry on the business in India and elsewhere for manufacturing, assembling, marketing, designing, operating, altering, converting, processing, importing, buying, selling, exporting, leasing, transferring, installing, servicing and exchange of electronic equipment/accessories and electronic components, various types of active and passive electronic components such as ceramic capacitors, monolithic and multilayer types, plastic film capacitors (metalised and plain foil type), aluminium electrolytic capacitors, tantalum capacitors, mica capacitors and all other types of capacitors, carbon film resistors, metal film resistors, wirewound resistors, non-linear resistors, variable resistors, all types of hybrid microcircuits, integrated circuits, solid state devices, circuit blocks, SCRs, triacs, transistors, chips, connectors, relays, switches, printed circuit boards including printed circuits and printed wiring boards of all types, transformers, armatures, cores TV picture tube/CRTCs, deflection coils, liquid crystals, liquid display systems, tuners, tape/cassette deck/TV/VCR mechanism, electron tubes, cathode - ray tubes, glass epoxy and paper phenolic copper clad laminates, electronic alloys and compounds made from zinc, chromium, nickel, tin, lead, copper, gold in the form of strips, plates, sheets and all types of active, passive professional and consumer electronic raw materials, spares, consumable and components, chemicals for electronic industries.
    2. To carry on the business in India and elsewhere for manufacturing, assembling, marketing, designing, operating, altering, converting, processing, importing, buying, selling, exporting, leasing, transferring, installing, servicing and exchange of electronic equipment/accessories and electronic components, digital and analog data processing devices and systems, electronic computers, mainframe, mini and micro computers, micro processor based devices and systems, electronic data processing equipment, central processing units, memories, peripherals of all kinds, data communication equipment, control systems, remote control systems, process control equipment and all kinds of copiers, image processing and transmitting and receiving equipment, word and text processor, reproduction and duplicating equipment, office and factory automation, electronic and electric typewriters, office and factory work stations, peripherals, controllers and interfaces, communication controllers and interfaces, uninterrupted power supply systems, communication controllers and interfaces, modems, data loggers, data acquisition systems, data base processors, dictaphones, voice input and recognition, processing, transmitting, receiving and recording devices, voice synthesis and reproduction devices, robots, electronic controls for all kinds of machine tools and other plant and machinery, computerised typesetting and reproduction equipment, software of all kinds, including machine oriented and problem oriented software, data entry devices, data collecting systems, accounting and invoicing machines, intelligent terminals.

3. To carry on the business in India and elsewhere for manufacturing, assembling, marketing, designing, operating, altering, converting, processing, importing, buying, selling, exporting, leasing, transferring, installing, servicing and exchange of electronic equipment accessories and electronic components, radios, TV sets, video tape and cassette recorders and decks, power amplifiers and receivers, loudspeakers, microphones, public address systems, watches, calculators and all types of professional electronic testing and measuring equipment, medical electronic equipment, ultrasonic non destructive test equipment, analytical test equipment and process control instruments, machinery, equipment and appliances, telecommunication test equipment, EPABX equipment, telephone sets, plastic moulded/extruded parts for all electronic items.
4. To manufacture, process, fabricate, produce, buy, sell, import, export or otherwise deal in semi-conductors, transistors, diodes, crystals, and such other equipments made of germanium, silicon or of any other semi-conducting material or substance.
5. To carry on the business of manufacturers, buyers, sellers, assemblers, exporters, importers, distributors and dealers in all kinds of electrical and electro-mechanical items, goods, products, electrical components including radar equipments, computers, electronic accounting and business machines, recording and audio-reproduction equipments, record players and changers, electronic communication equipments, electronic ultrasonic equipments, electronic industrial and scientific equipments, electronic acoustic equipments, speakers, microphones, electronic control equipments including reading and recording instruments, electronic tubes and valves and semi-conductor device including its components, electronic apparatus, electronic assemblies and fittings, electronic appliances, electronic systems, electronic designs, and plants including transistors, diodes, condensers, electro-magnets, pick-ups, rectifiers, thermo-couples, thermistors, thermostal, trimmers, microcircuits, vibrators, switches, cores, relays, varistors, crystals, batteries and shells, antenna magnetic materials, micro-wave components.
6. To carry on the business of manufacturers, buyers, sellers, assemblers, exporters, importers, agents, distributors and dealers in all kinds of electrical and electronic equipments for consumer electronics, industrial electronics, telecommunication equipments, control equipments, electro-mechanical assemblies and electronic components including semi-conductor devices such as transistors, diodes, integrated circuits LEDs, (light emitting diodes), LCDs, all types of capacitors, fixed and variable resistors, printed circuit boards, laminates of all types, coils, chokes, transformers, electro-mechanical components such as fuses and fuse holders, DIP switches, pushbutton switches, connectors including connector pins, glass to metal and ceramic to metal seals, magnetic heads, hybrids, packagings.
7. To carry on the business of manufacturers, buyers, sellers, assemblers, exporters, importers, agents, distributors and dealers in all kinds of multilayer ceramic capacitors networks, series/arrays and dielectrics for multilayer ceramic capacitors.
8. To carry on the business of manufacturers, buyers, sellers, assemblers, exporters, importers, distributors agents and dealers in all electronic equipment and assemblies such as test and measuring equipment, analytical equipment, automatic test equipment, medical electronic equipment, safety electronic equipment, computer hardware, computer peripherals, computer terminals, switched mode power supplies, magnetic head assemblies, cable assemblies, battery eliminators and electronic mechanical assemblies including sub systems.
9. To carry on the business of manufacture of and dealers in electrical and electronic equipment for consumer electronics sector and mass communication sector including radio receivers, TV receivers, radio recorders, office electronic equipment like electronic copying machines, fax machines, electronic fan regulators, light dimmers, inter communication equipment, modems and all other related appliances and apparatus.
10. To manufacture, process, fabricate, produce, buy, sell, import, export or otherwise deal in electronic equipment, radio including transistorised radios, radio dials, radio parts and equipment rectifiers, rectifier plates, battery charges, anodizing equipment, electroplating equipment, rectifiers or telegraph equipment.

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:**

11. To acquire any such shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities by original subscriptions, tender, purchase, exchange or otherwise out of the funds of the Company obtained either by subscription of capital or borrowings or by receipt of income from any Trust which may be discretionary or otherwise or by gift of money received by the Company from any person and to subscribe for the same either conditionally or otherwise and

to guarantee the subscription thereof. To finance either by way of making loans or advances or subscribing to the capital of private industrial enterprises in India.

12. To sell, improve, manage, develop, exchange, lease, rent, mortgage, enfranchise, abandon, dispose off, turn to account, or otherwise deal with all or any part of the property and right of the Company.
13. To acquire by concession, grant, purchase, barter, lease, license or otherwise, either absolutely or conditionally, and either alone or jointly with others, any lands, buildings, machinery, plant, utensils, works, conveniences and other moveable and immoveable property of any description and any patents, trade-marks, concessions, privileges, and other rights for the objects and business of the Company, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company, and to pay, for such lands, buildings, works, property or rights or any other property and rights purchased or acquired by or for the Company, by shares, debentures, debenture stocks, bonds, or other securities of the Company, or otherwise and to manage, develop, sell, let on lease or for hire, or otherwise dispose off or turn to account the same at such time or times and in such manner, and for such considerations as may be deemed proper or expedient.
14. To acquire by concession, grant, purchase, barter, lease, license or otherwise any tract or tracts of country, in India or elsewhere together with such rights as may be agreed upon and granted by Government or the rulers or owners thereof, and to expend such sums of money as may be deemed requisite and advisable in the exploration, survey and development thereof.
15. To acquire real or leasehold estate and to purchase, lease, construct or otherwise acquire or provide in any place in which any part of the business of the Company may from time to time be carried on, all such offices, warehouses, workshops, buildings, houses for employees and Directors, machineries, engines, plant and appliances as may be considered requisite for the purpose of carrying on the business of the Company or any part thereon.
16. Subject to rules and directions issued by Reserve Bank of India to borrow or raise or secure the payment of money or to receive money on deposit at interest for any of the purposes of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debentures, or debenture-stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed raised or received for any such debentures or debenture stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem, or pay-off any such securities, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
17. To form, constitute, float, lend money to assist and control similar companies, associations or undertaking whatsoever.
18. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the Company and to place or guarantee the placing, subscribe for or otherwise acquire all or any of part of the shares, business capable of being conducted so as directly or indirectly to benefit the Company.
19. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
20. To form, promote, subsidise and assist companies and partnerships of all kinds in any manner as may be thought fit in connection with any of the above objects of the Company.
21. To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, State or Authority any patents, protection, licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account and to work, develop, carry out, exercise and to turn to account the same.
22. To apply for, promote, and obtain any act of Parliament or Legislature, charter, privilege, concession, licence or authorisation of Government, State or Municipality, provisional order or licence of the Board of Trade or other authority for enabling the Company to carry on any authority,

objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem calculated directly or indirectly to prejudice the interest of the Company.

23. To let, mortgage or sell or otherwise dispose off any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respect as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.
24. To enter into partnership, or into any arrangements for sharing or pooling of profits, amalgamation, union of interest, reciprocal concession or co-operation, with any person, partnership or company and to promote and aid in promoting, constituting, forming and organising companies, or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing directly or indirectly the objects thereof of for any other purpose which this Company may think expedient. And also to pay for any properties, rights, or privileges occurred by this Company either in shares of the Company or partly in shares and partly in cash or otherwise and to give shares or stock of this Company in exchanges for shares or stock of any other company.
25. To enter into any arrangement with any Government, or authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to the Company's objects or any of them, and to obtain, from any such Government, authority person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, contracts, licences and concessions.
26. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other moveable or immoveable property or without security upon such terms and in such manner as may be thought proper and from time to time to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 1956.
27. To pay, or satisfy the consideration for any property rights, shares, securities or assets whatsoever which the Company is authorised to purchase or otherwise acquire either by payment in cash or by the issue of shares or other securities of the Company may agree to partly in one mode and partly in another or others.
28. To draw, make, accept, endorse, discount, execute and issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.
29. To open account or accounts with any firm or company or with any bank or banks or bankers or shroffs and to pay into and to withdraw money from such accounts.
30. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
31. To employ experts to investigate and examine into the conditions, prospects, value, charter and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
32. To appoint any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
33. To take part in the management, supervision and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.
34. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.
35. To make and/or receive donations, gifts or income to or from such person, institutions or Trusts and in such cases and whether of cash or any other assets as may be thought directly or indirectly to benefit the Company or any of the objects of the Company or otherwise expedient and also

to remunerate any person or corporation introduction or assisting, in any manner, the business of the Company.

36. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or by way of lumpsum and to make payments towards insurance and to form and contribute to provident and benefit funds, to or such persons.
37. To form, subscribe or contribute to or otherwise to assist, aid or guarantee money to public, charitable, benovelent, religious, scientific, national or other institutions, funds, objects or purposes and to any other institutions, funds, objects or purposes which in the opinion of the Board of Directors are likely to promote the interest of the business of the Company and/or to further its objects and or to any other institutions, funds, objects or purposes whatsoever whether directly or relating to the business of the Company or not.
38. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.
39. To amalgamate with any other company having similar objects.
40. In the event of winding up to distribute any of the property of the Company amongst the members in specie or kind subject to the provisions of the Companies Act, 1956.
41. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit, any money received by way of premium on shares or debentures issued at premium by the Company and any money received in respect of forfeited shares and moneys arising from the sale by the Company or forfeited shares subject to Section 78 of the Companies Act, 1956.
42. To accumulate capital from the profits of the Company for any of the purposes of the Company and to use and appropriate the same or any of the Company's assets either conditionally or unconditionally to specific purposes.
43. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration, advertisement and establishment of this Company and the issue and the subscription of the shares or loan capital including brokerage and/or commission for obtaining applications for placing or guaranteeing the placing of shares or any debentures, debenture stocks and other securities of this Company and also all expenses attending the issue of any circular or notice and the printing, stamping and circulating of proxies and forms to be filled up by the members of the Company and to remunerate by cash or allotment of fully or partly paid shares to any person, firm or body corporate for services rendered in introducing any property or business to the Company or in placing, assisting to place shares, debentures, debenture stock or other securities of the Company or in or about the formation of the Company or acquisition of property by the Company or the conduct of its business or for any other reason which the Company may think proper.
44. To provide for the welfare of Directors or 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 or houses or dwellings to 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 and other associations, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction, recreation, hospitals and dispensaries, medical and other attendance and assistance as the company shall think fit.
45. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any 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 its allied to or associated with the Company or with any such subsidiary

company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependant of any such persons, and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any matters aforesaid either alone or in conjunction with any such other company as aforesaid.

46. To subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities or any other company having projects altogether or in part similar to those of the Company.
47. To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possess the property suitable for the purpose of the Company or which can be carried on in conjunction therewith and to subsidise or assist any such persons or company financially or otherwise and in particular by subscribing for shares, stocks, debentures, debenture stocks or other securities of such company.
48. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
49. In relation with the business of the Company to guarantee the payment of money secured or unsecured by or payable under or in respect of promissory notes, bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or any authority, supreme, municipal, local or otherwise or of any person howsoever, whether incorporated or not and generally to guarantee or become sureties for the performance of any contracts or obligations.
50. To vest any moveable or immoveable property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company subject to the provisions of the Act.
51. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money or any such person or companies and generally to give guarantee and indemnities.
52. To hold, use, cultivate, work, manage, improve, carry on and develop the lands and moveable and immoveable estate or property and assets of any kind of the Company or any part thereof.
53. To procure the incorporation, registration or other recognition of the Company in any country, state or place outside India, and to establish and maintain local registers of any branch places of business in any part of the world.
54. To aid, pecuniarily or otherwise any association, body or movement having for an object, the solution settlement or labour problems or troubles or the promotion of industry or trade.
55. To enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, licence and or on other terms, formulate and other rights and benefits, and to obtain technical and engineering information, assistance, and service, know-how and expert advice for installation of plant and machinery, production and manufacture of any products.
56. To pay for technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly or in shares or partly in cash or otherwise.
57. To pay to promoters such remuneration and fees and otherwise recompense them for their time and for the services rendered by them.
58. To sell, mortgage or otherwise to deal with or dispose off assets or undertaking of the Company or any part thereof, for such consideration as the company may think fit, and in particular for shares, stocks, debentures and other securities of any other company whether or not having objects, altogether or in part similar to those of this Company.



59. To borrow or raise money or to receive money from persons, bodies corporate, financial institutions, banks and such other lenders and in security of any 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 by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient, by executing negotiable or transferable instrument and deal with all document mercantile or otherwise, in the ordinary course of business.
60. To acquire, preserve and disseminate useful information in connection with trade, commerce and industry throughout all market surveys and to carry out any investigation, enquiries, services, analysis, or otherwise as may be considered useful.
61. To acquire and hold shares, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, Municipality, public body or other local authority, and any such shares, stocks, debentures, debenture stocks, bonds, obligations, or securities to acquire by original subscription, tender, purchase, exchange, or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to ownership thereof, and any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities to sell or otherwise dispose off.
62. To issue debentures, debenture stocks, stocks, bonds, obligations and securities of all kind and to frame, constitute and secure the same as may seem expedient, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust, deed or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future of the Company (including, if thought fit, uncalled capital), or otherwise howsoever.
63. To search for and to purchase or otherwise acquire from any Government, State or Authority and licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account and to work, develop, carry out, exercise and turn to account the same.
64. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments, and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds, and to promote studies and economic markets and researches, both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remunerations for scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes, grants and bursaries to students or independent students or otherwise, and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
65. To buy, sell, refine, manipulate, import and deal both wholesale and retail, in commodities, substances, apparatus, articles and things of all kinds capable of being used or which can conveniently be dealt in by the Company in connection with any of its objects.
66. To carry on business or branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business branch so carried on, or for financing any such subsidiary company for guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
67. To establish agencies in India and elsewhere for sale and purchase and regulate and discontinue the same.
68. To pay for any properties, rights or privileges acquired by the Company either in shares of the Company, or partly in shares and partly in cash or otherwise.

69. To establish and maintain agencies at any place or places in India or other parts of the world for the conduct of the business of the Company or for the purchase and sale of any merchandise, commodities, goods, wares, materials, produce, products, articles, and things required for or dealt in, or manufactured by, or at the disposal of the Company and to transact all kinds of agency business.
70. To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in India or elsewhere any patents, patent rights, brevets d'invention, licences, protections, concessions and the like, conferring any exclusive or limited right to any inventions, secrets, or other information which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem directly or indirectly to benefit the Company, and to use, exercise, develop, manufacture, undertake or grant licences or privileges, in respect of or otherwise turn to account, any patents, property, rights, inventions, secrets, know-how or information so acquired and to spend money in experimenting upon, testing, improving or seeking to improve the patents, property, rights, inventions, secrets or information so acquired or proposed to be acquired.
71. To enter into any arrangement with any Government, state or authority, municipal, panchayat, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government, state or authority, any rights, privileges and concessions, which the Company may think it desirable to obtain and to carry out and comply with any such arrangement and to exercise, dispose off or otherwise turn to account any such rights, privileges and concessions.
72. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company or person carrying on any business which this Company is authorised to carry on, or possessed of property or rights suitable for any of the purposes of this Company.
73. To carry on or engage, in any business or transaction which this Company is authorised to carry on or engage in, or any business, undertaking or transaction which may seem capable of being conducted so as directly or indirectly to benefit this Company, or to amalgamate with any other company having objects altogether or in part similar to those of this company and to lend money, guarantee the contracts of, or otherwise assist any such person or company, and to place, take or otherwise acquire, or to be interested in hold, deal in and dispose off shares, stocks, debentures and other securities of any such company.
74. To undertake and execute any contracts for work involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.

**C. OTHER OBJECTS :**

75. To carry on the business of manufacture, sellers and distributors of electrical apparatus and appliances, electric, magnetic, galvanic of all kinds including electric wires and cables of all descriptions, insulators, conductors, tapes, ropes, poles, galvaniser switch gears distribution accessories and all other kinds of electrical, mechanical, civil, sanitary, railway, nautical, aeronautical and general engine in all their respective branches.
76. To carry on the business of manufacturers, buyers, sellers, assemblers, exporters, distributors, agents and dealers in all types of electronic and electrical equipments, appliances, and apparatus including ovens, toasters, egg boilers, grills, skill, hot air comb, washing machines, mixers, hair dryers, other domestic appliances including the plastic cabinets and plastic parts for all consumer electronic equipments and domestic appliances, burglar alarms, smoke detectors, fire alarms and other electronic components.
77. To develop, purchase, sell, lease or otherwise deal in computers software including programmes, application systems, data collection and other facilities relating to computer operations and data processing equipments of all kinds and to further carry on the business of consultants and consultancy in the areas of data processing, financial analysis, technical, marketing, and commercial or otherwise.
78. To carry on the business of designers and manufacturers, buyers, sellers, assemblers, exporters, importers, distributors, agents and dealers of AC, DC motors including special motors such as stepping motors, micro motors, servo motors, controller motors, instrument motors and any other motor including detailed components and sub-assemblies.
79. To carry on the business of manufacturers of and dealers in chemical products of any nature and kind whatsoever.

80. To carry on the business of manufacturers of and dealers in styrene, polystyrene, vinyl chloride, poly vinyl chloride, polyethylene, cellulosic plastics and other thermosetting and thermoplastic materials, ABS, polypropylene, plastic alloys (synthetic and natural origin) oxygen, nitrogen, hydrogen, hydrocarbon gases including ethylene and acetylene, reagents, agricultural chemicals, insecticides, fumigants, weedicides, pesticides, colouring materials, pigments and lakes, paints, varnishes, lacquers, finishes, dyes, toners, perfume and flavouring chemicals, rubber chemicals, plastic and resinous materials, elastomers, gums, glues and adhesive composites, plasticizers, surface active agents, tanning agents, coating resins, drugs and pharmaceutical chemicals, solvents, marine chemicals, synthetic fibres, fertilisers and all types of industrial chemicals, acids, alkalies, hormones trace elements.
81. To carry on business as manufacturers of and dealers in coaltar, petroleum, natural gas, fibres and films and all kinds of organic chemical products.
82. To render technical know-how and to act as technical advisers and consultants to any firm, company, body corporate, persons, institutions, associations, departments and services of the Government, public or local authorities, trusts and scientific research and development centres in respect of technology and products developed by the company.
83. To engage in and conduct the business or research, investigations and experiments of all kinds, to originate, develop and improve any discoveries, inventions, processes and formulate. To purchase or otherwise acquire, own, hold, operate, sell or otherwise transfer, lease, licence the use of distribute or otherwise dispose off and generally to deal in property of every kind and description pertaining to the electrical and electronic industries.
84. Subject to provision of law to manufacture, trade and carry on the business as brewers, malsters, hop-growers and merchants; ale stout and porter merchants, bottlers, agents and distributors, manufacturers of and dealers in alcohol, liquors, yeast, finings, isinglass and other brewers requisites, manufacturers of and dealers in all kinds of aerated, mineral and medicated waters and general temperance and other drinks, beverages, cordials and the like.
85. To carry on the business of manufacturers of and dealers in all kinds of tools and instruments, electronic instrumentation, heavy and light mechanical engineering goods, building and insulation materials of all types, industrial machinery and tools, electrical, mechanical, chemical, photographic, surgical and scientific apparatus, appliances, and materials, telecommunication, airconditioning, refrigeration, bricks, tiles, crockery, potteries, sanitaryware, porcelainware, silicones, glass and glassware, clayware, earthenware and ceramic wares of all sorts and description, paper and paper boards, timber, leather and rubber goods and cotton textiles of all types.
86. To manufacture, carry on and conduct the business of agriculture, poultry, protein, foods, food processing industries, hoteliers, marine chemicals, sea farming and fishing, dairying, metallurgical industries, ferrous and non-ferrous metal industries.
87. To carry on any trade, agriculture, business, manufacture, venture or commercial operation in India or in any other part of the world in connection with any merchandise, commodities, goods, wares, produce, products, articles and things, and to purchase or otherwise acquire, and to sell or otherwise dispose off or deal in, either for future or ready delivery, and either absolutely or conditionally or to do work upon any merchandise, commodities, goods, wares, produce, products, articles, and things dealt or traded in by the Company and to cover any such purchases on sales by options, cross contracts, or otherwise.
88. To carry on in India and elsewhere in any place or places in the world, the business or trade of insurance agents, financiers, capitalists, money-lenders, company promoters, merchants, exporters, importers, underwriters, landed proprietors, builders, contractors, suppliers of goods to government and other public and private bodies, shroffs, guarantee brokers, miners, carriers, by land and water, ship, boat and barge owners and builders, charterers, wharfingers, warehousemen, commission, forwarding and other agents, marine, fire and other insurers, muddams and brokers, packers, processors, clearers, spinners, weavers, bleachers, dyers, manufacturers, merchants and dealers in motor cars, aeroplanes, ships and in all or any merchandise, commodities, goods, ware, produce, products, articles and things, engineers, iron and brass foundries, smelters, distillers manufacturers and makers of and dealers in dyes, colours, paints, varnishes, drugs, chemicals, oils, cements and manures or any one or more of such business in all or any of their respective branches.

89. To render the management, technical, marketing, administrative, commercial, financial services of all kinds including computers, data processing, communications and all types of electronic hardware and software to all persons entities, governments and private and public bodies whether in or outside India.
90. To work mines or quarries, and to find, win, get, work, crush, smelt, manufacture or otherwise deal with limestone, chalk, clay, ores, metals, minerals, oils, precious, and other stones or deposits or products and generally to carry on the business of mining in all branches.
91. Generally, to carry on or assist or participate in any financial, commercial, mercantile business which may seem capable of being conveniently carried on in connection with any of the above specified business or calculated directly or indirectly, to promote the interests of the Company, or to enhance the value of or render profitable of the Company's property or rights or which may be subsidiary or auxiliary to any of the Company's objects.
92. To act as agents, brokers and as trustees and to undertake and perform sub-contracts and also to act in any of the business of the Company through or by means of agents, brokers, sub-contractors or others.
93. To transact and carry on all kinds of agency business.
94. To carry on the business of manufacturers, distributors, importers, exporters, assemblers, installers, maintainers, repairers of and dealers in computers and computer peripherals and storage media, tape drives, printers, video display terminals, consoles, floppy disk drives, hard disk drives, offline data entry systems, modems, acoustic couplers, computer and tele-communication data network equipment, card readers, and printers, paper tape readers and punches, voice recognition/input/output peripherals, micro-processors chips, motor boards, circuit cards and printed circuit boards, laminates of all types, floppy diskettes, hard disks, magnetic tapes, cards, continuous stationery, paper tape, cathode ray tubes, computer and peripherals, cabinets, and other computer memory or peripheral equipment or storage media currently in use or to be invented/developed/utilized at any time in the future, and also to purchase, develop, sell, export or otherwise deal in goods, products, articles or things and computer software and hardware including electronic equipments, programmes, systems, data and other facilities relating to computer operations and data processing equipment.
95. To carry on the business of leasing and to carry on lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plants and machinery and equipment and to carry on all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, or assist in subsidising the sale and maintenance of any commodities and to purchase or otherwise deal in all forms of plant and machinery, equipment, ships, aircraft, automobiles, and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless as whether the property purchased and leased be new and or used and from India or from any part of the world and to provide leasing advisory/counselling services to other entities and or form leasing arm of other entities.
96. To mould, form, mend the stones, marbles, granites, ores, minerals, clays and other raw materials into different shapes and sizes.
97. To carry on business as manufacturers of chemicals, distillers, oil refiners, dye makers.
98. To carry on any trade, agriculture, plantations and in particular sugarcane plantation business, manufacture, venture or commercial operations in India or in any other part of the world in connection with and merchandise, commodities, goods, ware, produce, products, articles and things and to purchase or otherwise acquire and to sell or otherwise dispose off or deal in either for future or ready delivery and either absolutely or conditionally.
99. To cultivate, grow, produce, or deal in any vegetable products for the time being required for any of the manufacture which the Company is authorised to undertake and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk, cream, cheese, butter, poultry, and provisions of all kinds, growers of and dealers in corn, hay and straw, seedmen and nurserymen and to buy, sell, and trade in any goods, usually traded in any of the above business, or associated with the farming interest which may be advantageously carried on by the Company.

100. To fix atmospheric nitrogen by the synthetic ammonia or by any other process and to manufacture its derivative compounds.
101. To manufacture, acquire, produce, use, sell and supply gas for lighting, heating, or power purposes and to deal with manufacture and render saleable all residual products obtained in the manufacture of gas.
102. To exploit and render for use, deposits, of salt, nitrogen, natural soda, nitrates, natural brines, and sea-water, and to manufacture therefrom any kind of chemicals and byproducts, and to carry on the business of manufacturers, exporters and importers of and dealers in salt, table salt, potassium chloride, magnesium chloride and substances.
103. To carry on the business of manufacture and sale of architectural fittings, architectural panels, door, windows or staircase fittings, domestic or industrial furniture, grills, gates, or any other fabricated material used in construction of buildings. These may be made from steel, anodised or unanodised aluminium, wood, sponge, plastic, rubber or of other materials.
104. To buy, sell, let on hire, exchange, alter, improve, manipulate, prepare for market and/or otherwise deal in or distribute all kinds of plants, machineries, machine parts, tools, apparatus, utensils.
105. To work mines or quarries and to prospect for, win, get, crush, smelt, calcine, concentrate, refine, dress, amalgamate, manipulate, prepare for market or otherwise exploit, export or deal in metals and metallic and non-metallic minerals of all kinds, precious and other stones and to carry out all kinds of mining metallurgical operations, metallic alloys including special alloys of all kinds and to manufacture galvanised and plated and clad irons and steels as well as other metals of all kinds.
106. To carry on the business of products as well as refiners of all kinds of metals including all precious metals and as manufacturers, importers, exporters of and dealers in sheets, circles, rods, electrodes and wires of all metals and alloys including precious metals and also as manufacturers of solders of all kinds including silver solders.
107. To act as principals, agents, contractors, trustees and by or through trustees, agents or otherwise and either alone or in conjunction with others.
108. Either in India or elsewhere or erect, purchase or lease or otherwise acquire any mills, works, machinery and any other real and personal property pertaining to the goodwill of and any interest.
109. To carry on the business of undertaking turn-key projects and work contracts for the construction of industrial units and installations of plant, machinery and equipment.
110. To fabricate, install, fix, erect and use the stones, marbles etc, for construction purposes.
111. To carry on the business of agency and manufacturers' representatives, to execute and to carry out agreement and sole agency or other similar agreement and may appoint sub-agents or distributing agents in connection with the business of the Company.
112. To establish, compile, print, publish and carry on newspapers, periodicals, gazettes, trade lists, year books, statistics and other publications as literatures and to carry on business as newspaper proprietors, printers, publishers and advertising agents in all their respective branches.
113. To carry on business of collecting, editing, summarising, amplifying and disseminating international trade and commercial information for the private use of clients, subscribers, associates or others for general or restricted publication in any language and in any medium and to undertake or co-operate in market research and other marketing assignments or activities.
114. To undertake and transact all kinds of agency business.
115. To manufacture, buy, sell, treat and deal in all kinds of vessels, tools, utensils and articles from mud, metal, alloys, brass, silver, gold, iron and plastics.
116. To carry on all or any of the following business, namely builders and contractors, decorators, wood carving, merchants and dealers in stone, sand, lime, brick, timber, hardware, and other building requisites, brick and tile and terra cotta markets, job-masters, carriers, licenced victuallers and house agents.

117. To carry on the business of manufacturing of and dealers in chemical compounds and chemical products of any nature and kind whatsoever, and as wholesale and retail chemists, druggists, chemical engineers, analytical chemists, importers, exporters, manufacturing of and dealers in heavy chemicals, acids, alkalies, petrochemicals, chemical compounds and elements of all kinds, solid, liquid and gaseous drugs, medicines, pharmaceuticals, antibiotics, tannings, tanning extracts, essences, solvents, plastic of all types, dyes, dyestuffs, intermediates, textile auxiliaries, cellophane, colours, paints, varnishes, disinfectants, insecticides, fungicides, deodorants as well as biochemical pharmaceutical, medical, sizing, bleaching, photo-biochemical preparations and articles of any nature and kind whatsoever.
118. To carry on business of manufacturing, processing, buying, trading, or otherwise dealing in plastics, selling plastic products of all kinds and all sort of plastic materials including thermosetting and thermoplastic materials and adoption of all processes including blow moulding injection, extrusion, compression vacuum forming, fabrication coating, bushing, spraying, laminating, dipping, impregnation or any other application by any method whatsoever.
119. To carry on all or any of the business following namely cotton spinners and fobblers, flax, hemp and jute spinners, linen manufacturers, flax, hemp and jute and wool merchants, wool combers, worsted spinners, woollen spinners, yarn merchants, worsted stuff manufacturers, bleachers and dyers, and makers of vitriol, bleaching and dyeing materials and to purchase, comb, prepare, spin, dye and deal in flax, hemp, jute, wool, cotton, silk and other fibrous substances and to weave or otherwise manufacture, buy and sell and deal in linen, cloth and fabrics, whether textiles, terylene, terry-cotton, felted, netted or looped and to supply power.
120. To carry on the business as milliners, hatters, glovers, boot and shoe manufacturers, rug, carpet, and mat, sport goods manufacturers, travellers' equipment manufacturers, feather and down purifiers and manufacturers, embroiders, kemstitchers, plasters, knitters, plinters, lace makers, brace and belt makers, furries, pelmet makers.
121. To carry on business as manufacturers of and dealers in plush satin velvet, velveteenum, cambric, muslin, flannel, felt, block, mungo, shoddy, canvas, tape, webbing oil skins and waterproofs.
122. To carry on business as manufacturers and suppliers of and dealers in tassels robe, dress and mantle, gold lace, lace braids, cords, embroiders, furs, ribbons, fans, perfumes, and flowers, buttons, thread, ornaments, fringers, chalk pattern, cards prints, sewing machines, squares, measures, lingerie and trimmings of every kind and fittings, equipment and requisites of all kind.
123. To erect plant and machinery for the purpose of ginning, pressing, spinning, weaving, manufacturing, dyeing, colouring and printing cotton clothes, fabrics, silk, art silk yarns, wool and other staple fibres and materials.
124. To manufacture, export, import, sell and deal in readymade or made to measure garments of all kinds and types and in particular, shirts, bush shirts, trousers, night dresses, swimming dresses, sleeping suits, dressing gowns, children's wear, men's wear, handkerchiefs, ladies' wear, coats, sport shirts, jackets and underwear from cotton, silk, wool, terylene, terry-cotton, synthetic fibres, and mixture thereof and from all other textiles.
125. To carry on business of drappers, hosiers, clothiers, dress makers, costumers, dress agents, furnishers and outfitters.
126. To carry on business as importers, exporters, buyers and sellers and merchants and dealers in and manufacturers of stones, marbles, granites, clays and other raw materials and machinery of all kinds, spare parts, accessories and equipments.
127. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution of any promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing "programme of Rural Development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area to promote and assist rural development and that the words "rural area" shall include such areas as may be regarded as rural areas under concerned section of the Income-tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded as rural areas and in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value and divest subject

to the provisions of the Companies Act, 1956 the ownership of any property of the Company to or in favour of any public or local body or authority or central or state Government or any public institutions or trusts or funds.

128. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means and without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust having any one of the aforesaid as one of its objects, by giving donations or otherwise in any other manner and in order to implement any of the above mentioned objects or purposes transfer without consideration or at such far or concessional value and divest subject to the provisions of the Companies Act, 1956 the ownership of any property of the Company to or in favour of any public or local body or authority central or state Government or any public institution or trusts or funds.
129. To carry on business of quarrying, mining, cutting, polishing, shaping marble, granite and similar stones and for that purpose to carry on all or any of the business of manufacturers of and dealers and workers in cement, lime, plasters, whiting clay, gravel, sand, minerals, earths, coke, fuel, artificial stones, and builders' requisites and conveniences of all kinds and of engineers, ship, barge, lighter and truck-owners, builders, general contractors and carriers.
130. To carry on the consultancy business of promoting and establishing industrial enterprise and to promote companies engaged in industrial and trading business.
131. To carry on business of manufacturers, refiners, importers, and exporters of vegetable oil, artificial and natural butter and ghee, glycerine, boiled and lubricating oil, varnish and paint and their allied products, soap, perfumery and other toilet preparations and/or candle makers.
132. To carry on the business of chemists, druggists, dry-salters, oil and coloured, importers and manufacturers of and dealers in pharmaceutical, medicinal, chemical, industrial preparations and articles, compounds, cements, oils, paints, pigments and varnishes, drug, dryware, paint and colour grinders of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials.
133. To carry on the business of manufacture of malleable castings, pipe fittings, agricultural and other implements and other machinery, tool makers, brass founders, metal workers, boiler makers, millwrights, machinists, iron and steel converters, smiths, wood workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas makers, framers, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stocks and hardware of all kinds which may seem to the Company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being.
134. To carry on the business of manufacturers of and dealers in machinery and plant of every description and kind and in particular machine tools and implements, and to manufacture produce, repair, alter, convert, recondition, prepare for sale, buy, sell, hire, import, export, give in lease, let out on hire trade, and deal in machine tools and implements, other machinery, plant, equipment, article, apparatus, appliances, component, parts, accessories, fittings and things in any stage or degree of manufacture, process or refinement.
135. To carry on business as manufacturers and makers of and dealers in metal, enamel, aluminium, alloys of every description and kind, and to carry on and conduct workshops and foundries or iron, brass and other metals, and to buy, sell, export, import, manipulate and deal, both wholesale and retail, in such products.
136. To carry on the business, professional or vocation of industrial engineering, consultants, or advisers to investigate into the prospects of development, maintenance, renovation, replacement or renewal of any industrial, mechanical, electrical, or engineering works or factory or organisation and to investigate into and report and advise on and assist in the preparation of any industrial or engineering products, to undertake collection and preparation of the relevant statistics, information

and data into supply, shipment, transport of raw materials availability and/or rates of skilled and/or unskilled labour, priority, concession, import, export, foreign exchange, customers and taxation regulation affecting or having any bearing any of such industrial or engineering project, plant or establishment or maintenance, renovations, renewal or performance or any such industrial or engineering plant or equipment and to acquire, collect, formulate and prepare the technical details, specification, drawings, plants, blue prints, parts for fabrication or manufacture of any machinery, machine and plant, components, parts or accessories of any particular design, shape or material and to act as industrial consultants, engineering consultants, business consultants and to carry on business of providing all types of consultancy business connected with industry and trade.

137. To carry on business as manufacturers, dealers and servicing and maintenance engineers in all kinds of electrical, mechanical, chemical, metallurgical, electronic, and construction and all other types of equipment and machinery and in particular to engage in and carry on the business of manufacturers of mechanical, electrical, electronic, hydraulic, gas operated and pneumatic products, components and assemblies for domestic and industrial usage including tools, dyes, fixtures, implements inspection/test equipment, data processing equipment, reproducing/copying equipment.
138. To carry on business as manufacturers, processors and refiners of steel, alloys and all other metals and their by-products and also to carry on business as importers, exporters, agents, manufacturers of and dealers in articles of any description made or prepared out of ferrous and non-ferrous metals and their alloys.
139. To act as and to carry on business as founders, rollers and converters of all types of ferrous and non-ferrous metals and alloys, manufacturers, engineers, builders, carriers, transporters, commission agents and traders of all materials and articles that are in finished or unfinished state.
140. To carry on business as structural engineers, designers, builders, constructors, mechanical engineers, iron founders, metal fabricators, steel makers and convertors.
141. To carry on the business of manufacturers of and dealers in all kinds of plant and machinery required by dairies, dairy development and food processing industry.
142. To carry on in India or elsewhere any other engineering and/or contracting business and in particular to arrange, procure, give on hire or loan for consideration or otherwise, the services of skilled and unskilled personnel for construction services.
143. To undertake and execute turnkey projects in India as well as abroad for setting up of mills for the manufacture or processing of natural or artificial fibre and to render technical, engineering services incidental thereto.
144. To carry on business as dyers, bleachers and calico printers in a dyehouse or a textile mill and as wholesale or retail chemists, druggists, analytical or pharmaceutical chemists, and as manufacturers of paints, oils and varnishes and as dealers in dyes and chemicals and as dealers in flavour and perfume materials and as exporters and importers and to manipulate, prepare for market and otherwise deal in all such goods, merchandise, articles, things, wares.
145. To carry on the business as manufacturers of chemicals, distillers, dyemakers and to manufacture and deal in all kinds of dyestuffs, chemicals, auxiliaries.
146. To carry on the business of manufacturers of and dealers in all kinds of fuels, mineral oil, motor and aviation spirit, diesel, kerosene, lubricating oils, fuel gases, coal and natural.
147. To carry on the business of dealers in real estate and developers of land and property.
148. To establish, maintain, conduct, provide, procure or make available services of every kind including commercial, statistical, financial, accountancy, medical, legal, social services, and to take such steps as may be necessary for the purpose.
149. To carry on the business of finance and leasing of plant and machinery, equipment, vehicles and also moveable properties.
150. To establish, maintain, conduct, provide, procure or make available services of every kind including organisation methods, systems and procedures, control systems, information systems, cost control, personnel selection, project planning, budgetary control, establishment of systems



of mechanised accounting, interpretation of financial statements, industrial, business, legal, management, personnel computers, specialised technical and non-technical, expertised advice, medical services, telex, telephone, telegram, wireless transmission services, estate, landlord, power generator, road, gutter, canteen, hotel, common estate management, staff quarters, constructional supervisors, contractors, engineers, registrars, issue house, investors, brokers, catering contractors, services of every kind.

51. To carry on the business of consultants and consultancy in financial, data processing, technical, marketing, commercial or otherwise.
152. To carry on the business of manufacturers of and dealers in all kinds of plant and machinery, equipments, components, and component parts, spares and accessories for such plant and machinery, implements and articles required for all or any of the following business, namely the manufacture or processing of cotton, flex, hemp, jute, linen, wool, silk and any other fibrous substances and to export, import, buy and sell, manufacture, repair, convert, alter, let on hire and otherwise deal in all kinds of machinery and, in particular, in textile machinery and all components parts, accessories and fittings for all kinds of machinery equipment, articles and implements used in or capable of being used in connection with any machinery.
153. To export, import, buy, sell, give on lease, manufacture and deal in malleable castings, pipe fittings, agricultural and other implements and components.
154. To manufacture, assemble, sell, erect, service and otherwise deal in all types of ginning machinery, cleaning machinery for cotton and other natural fibres, carding engines for natural and synthetic fibres and textile machinery.
155. To assemble, sell, erect, service and otherwise deal in electronic equipment inherent with modern automatic machinery.
156. To carry on business of raising and maintaining poultry farms and grocers of and dealers in corn, hay and straw, seedsmen and nurserymen and to buy, sell, manufacture and trade in goods, usually traded in any of the above business, including staple of foods and medical preparation of milk, vegetable and animal products and life, or any substitute for any of them associated with the farming interest.
157. To carry on the business of waterproofers and manufacturers of India rubber, leather, imitation leather, leather cloth, plastics, oil cloth, linoleum, tarpaulin, hospital sheetings and surgical bandages, groundsheets, and also to manufacture and deal in rubber and latex products, and rubber compounds and chemicals, chlorinated rubber products, synthetic rubber and plastics, varnishes, dopes, celluloid and cellulose bearing composition, rubber saprons, caps and all other rubber components and parts.
158. To carry on the business of manufacturing, buying, selling, exchanging, converting, altering, importing, exporting, processing, twisting or otherwise handling in rayon yarn (also known as continuous filament rayon or artificial silk yarn and which expression shall include all synthetic fibre or fibres whatsoever for textile use), staple fibre, staple fibre yarn (also known as spun yarn), and such other fibre, fibres or fibrous materials or allied products, by-products or substances or substitute for all or any of them or yarn or yarns for textile or other use, as may be practicable or deemed expedient.
159. To carry on business as tourist agents and contractors, and to facilitate travelling and to provide for tourists and travellers or promote the provisions of convenience or all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and boarding and/or lodging accommodation, guides, safe deposits, enquiry bureaus, libraries, laboratories, reading room, baggage, transport and otherwise and to charter steamships and airplanes for fixed periods or for particular voyage and flights, and to carry on the business of booking and reserving accommodation, seats, compartments and berths on railways, steamships, motor ships and boats, aeroplanes, omnibus and motor bus and to issue tickets for the same and to hire taxies, motor cars, and all kinds of public vehicles and transports and to charter launches and boats and to book, reserve and secure for and on behalf of the constituents of the Company, rooms, and boarding and/or lodging accommodations in hotels, restaurants and boarding houses.
160. To carry on the business of handling inward, foreign tourist activity in India including independent and conducted tours, safaris, expeditions, conferences, meetings and other groups movements and also handle similar foreign tourists activity in other parts of the world through its own offices, agents and correspondents.

161. To carry on the business of transporters and handlers of cargo, goods, luggage and any material of whatsoever description, by road, sea and air transport and for that purpose acquire, purchase or hire motor lorries, motor bus, boats, launches and ships or aircraft suitable for carrying on such business.
162. To purchase, erect, acquire, equip, operate, manage or in any other manner and in all its aspects deal in hotels, lodging houses of every kind and sort including all the conveniences, amenities and facilities adjunct thereto, in India or in any other part of the world.
163. To carry on the business of running casinos of every sort and kind, to establish shops, canteen, kitchens and any other establishments, for this purposes and for the sale of food and drink of every sort and kind and to arrange for and provide all manner of entertainments, amusements, recreation and instruction for the public.
164. To carry on all tourist business whatsoever, which may encourage, promote, increase, aid and facilitate the tourism in India.
165. To undertake and carry on the trades and business of shippers, shipowners, ship brokers, underwriters, ship managers, tug owners, shipping agents, loading brokers, freight contractors, carriers by land, air and water, transport, haulage and general contractors, barge owners, lightsmen, dredgers, railway and forwarding agents, dock owners, engineers, ice merchants, shiphusbands, stevedores, warehousemen, wharfingers, pier and landing stage owners, salvors, ship builders, ship repairers, ship breakers, manufacturers of and dealers in rope, tarpaulin, all types of life saving appliances, machinery, engines, nautical instruments, and ship's rigging gear fittings and equipment of every description, importers of ships and marine equipment of all description and generally to carry on the said business either as principals or agents or on commission basis or otherwise.
166. To carry on the business of mechanical engineers and manufacturers of machinery, tool makers, brass founders, metal workers, boiler makers, mill wrights, machinists, iron and steel makers and converters, smiths, wood workers, builders, painters, metallurgists, water supply engineers, gas makers, printers, carriers and merchants and to buy, manufacture, repair, convert, alter, let on hire, and dealing in machinery implements, rolling stock and hardware.
167. To carry on the business of hire purchase company and to provide on hire purchase basis all types of industrial and office, plant, equipment, machinery, vehicles, buildings and real estate required for manufacturing, processing, transportation and trading business and other commercial and service business.
168. To carry on the business of producers, refiners, processors, buyers, sellers, distributors, importers of and dealers in diamonds, gems including industrial diamonds, jewellery, gold, silver, bullion, precious and semi-precious materials of all kinds capable of being in connection with stones, plated articles of vertu coins, metals and therewith.
169. To carry on the business of hotel, restaurant, cafe, tavern, beer house, refreshment room and lodging house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, malsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks purveyors, caterers for public amusements, generally proprietors, livery stable keepers, job masters, farmers, dairymen, the merchants, importers and brokers of goods, live and dead stock and colonial and foreign produce of all descriptions, hair dressers, perfumers, chemists, proprietors of clubs, bath, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and place of amusement, recreation, sport, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, shipping and air plane companies and carriers, theatrical and opera, box office, proprietors, entrepreneurs.
170. To erect, purchase, take on lease or otherwise acquire, estates, forests, plantations and other lands of freehold, leasehold or other tenuancy cultivated, or waste and in particular lands producing or likely to produce and suitable for planting, cultivation, and mining of any kind and also grants, concession rights, options, claims, licences and authorities of any description and in particular, of and over any such lands and any partial joint or other interest therein and improve, work, cultivate, turn to account and otherwise deal with any such lands, grants, account and otherwise deal with any such lands, grants, concessions, rights, options, claims, licences, authorities, and interests in such manner as the Directors of the Company may think fit and in particular by clearing, cultivating, planting, irrigating, draining, fencing, building, farming and grazing.

171. To carry on the business of manufacturers, distillers, importers, exporters, exporters of and dealers in essential oils, natural as well as synthetic essences, flavouring materials, perfumed spirits, perfumed water and cosmetics of all kinds.
172. To carry on the business of manufacturers and refiners of, exporters and dealers in sugar, gur and other sacrine substances and all sugar products and by-products.
173. To carry on the business of importers, exporters, manufacturers of and dealers in starches and other farinaceous materials, dextrin, glucose and other carbohydrates and derivatives thereof and all kinds of adhesive as well as gums, glues and gelatin.
174. To carry on the business of flour mills, pulse and rice mill owners and manufacturers of and dealers in flour bread, biscuits, breakfast goods, cattle feeds of all kinds and materials of every description and to carry on the business of bakers, confectioners and general provision merchants and dealers.
175. To carry on the business of manufacturers of and dealers in all kinds of ice including dry ice, liquid carbondioxide, ice cream and all kinds of frozen victuals including frozen fruits and vegetable and aerated and mineral waters and to carry on all kinds of cold storage and refrigeration business including the business of manufacturers of and dealers in all kinds of ice making; refrigeration and cold storage apparatus, machineries used in connection with the ice and cold storage trade.
176. To carry on the business of manufacturers of and dealers in cements of all kinds including alumina and magnesia cements, concrete, asbestos, gypsum, lime, plasters, whitling clay, bitumins, soapstones, fixing materials, gravel, sand, bricks, tiles, pipes, pottery, earthenware, glass and glassware, marbles, artificial stones and builders' requires and conveniences of all kinds.
177. To carry on the business as importers, exporters of and dealers in all kinds of oil seeds and oleaginous raw materials and also crushers, pressers, extractors, and refiners of oils and fats from the same and as manufacturers, exporters, importers of and dealers in oils, vegetable, ghee, soaps, candles, oil cakes, feeds, manures, lubrication oils, boiled and stand oils, and other allied products.
178. To manufacture, produce, buy, sell, prepare for market, manipulate, treat, cure, submit to any process, trade in import export and otherwise deal in and carry on the business of timber and wood of all kinds including plywood, bamboo, canes and allied products.
179. To carry on business as timber merchants, saw mill proprietors and timber growers, and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds and to carry on the business so far as may be deemed expedient, of general merchants in timber, wood, bamboo or cane, and to buy, acquire, plant and work timber, bamboo and cane estates.
180. To manufacture, produce, buy, sell prepare for market, manipulate, treat, cure, submit to any process, trade in, import and otherwise deal in and carry on the business of, and for that purpose, purchase, sell, resell and repurchase veneers, laminated boards, furniture of all kinds, household requisites made of wood, bamboo or cane, textile accessories, handlooms, wearing appliances, cigar boxes, ammunition boxes, rifle butts, photo frames, moulding and articles or things of all kinds in which or for which wood, bamboo or cane is or can be used.
181. To acquire by grant, purchase, barter, exchange, or otherwise acquire, hold and develop either absolutely or conditionally and either solely or jointly with others and dealing any tracts, tracts of country lands and estate, houses, farms, water rights, way, leaves, and privileges, buildings and hereditaments of any tenure or description and any estate or interest therein, reversionary, absolute contingent or estate for life and any rights over or connected with land, buildings and other property and to develop them for the purposes of residential houses, offices, schools, colleges, shops, mills, factories or for any other agricultural, industrial, commercial, sanitary and similar purposes.
182. To carry on the business of civil engineers and contractors and to build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any offices, factories, mills, shops, machinery, warehouses, roadways, tramways, railways, branches or siding, bridges, reservoirs, watercourses, wharves, gas works, electric works, water works, drainage, buildings and section of every description, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, parks, gardens and conveniences and to subsidise, contribute or otherwise assist or take part in doing any of these things/and/or join with other persons or company or with any Government or Governmental authority in doing any of these things.

183. To build, buy, lease, hire otherwise acquire for close purchase on auction, sell or let out any lands buildings and other property and carry on the business as house, land, property and estate agents and to arrange or undertake the sale, purchase or advertise for sale or purchase assist in selling or purchasing and find or introduce purchases or vendors of and to manage land, building and other property and provide all other services in connection with the purchase, sale, lease and acquisition of any land, buildings and other properties.
184. to carry on the business of constructing, acquiring, selling or building, development of land and estates for agricultural, commercial and industrial purposes and selling the same on hire purchase system and to advance and lend money to builders and others who may be willing to build on or improve any land or buildings for the construction or erection of dwelling houses, trade premises, public or any other buildings and lend money for development of such land, buildings and estates.
185. to purchase, exchange or otherwise acquire real and personal property of all kinds and in particular, land, oil wells, refineries, mines, mining rights, mineral ores, buildings, machinery, plant, shares, licences, concessions, easement and other rights and privileges, whether for the purpose or resale or realization or otherwise.

IV. The liability of the Members is limited.

V. **The Authorised Capital is Rs 2200 lacs divided into 1,20,00,000 Equity Shares of Rs 10/- each and ½% 10,00,000 Non-Cumulative Redeemable Preference Shares of Rs 100/- each with rights, privileges and conditions attaching thereto as are provided in the Articles of Association of the Company for the time being in force or the terms of issue."**

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

Name Address, Description and Occupation of each Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witness and his name, address, description and occupation.
Tanil Ramdas Kilachand 95, Nepean Sea Road, Bombay - 400 026  Company Director S/o. Ramdas Kilachand	1 (One)	Sd/-	Sd/- Santosh S. Kamat 2/10, Madhukunj Co-operative Housing Society, Jayanagar, Borivli (East) Bombay - 400 066.  Service S/o. Suresh Kamat
Bipinchandra Ochhavlal Parikh 2, Chitra West Avenue Santacruz (W) Bombay - 400 054.  Service S/o. Ochhavlal M. Parikh	5 (Five)	Sd/-	Sd/- Parthiv Kilachand 95, Nepean Sea Road Bombay - 400 006.  Business S/o. Tanil Kilachand
Atul Haridas Mehta 6, Andheri Co-operative Society, V.P. Road, Andheri (W) Bombay - 400 058.  Service S/o. Haridas S. Mehta	4 (Four)	Sd/-	
Total	10 (Ten Shares)		

Dated at Bombay this 8th day of August, 1989

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**GUJARAT POLY ELECTRONICS LIMITED**

The following Regulations comprised in these Articles of Association were adopted pursuant to the Special Resolution passed by the Members of the Company in Annual General Meeting held on 12<sup>th</sup> August, 2015 in substitution for, and to the entire exclusion of the earlier Regulations comprised in the extant Articles of Association of the Company

**PRELIMINARY**

1. (1) The regulations contained in the Table F, in the Schedule I to the Companies Act, 2013 shall not apply to this Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.  
  
(2) The regulations for the management of this Company and for the observance of the members thereof and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Resolution, as prescribed by the Companies Act, 2013, be such as are contained in these Articles.

**INTERPRETATION**

**Interpretation Clause**

2. 1) In the interpretation of these Articles, the following expressions shall, unless repugnant to the context, have the following meanings.

"The Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof, which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.

"Auditors" means and includes those persons appointed as such for the time being by the Company.

"Beneficial owner" means the beneficial owner as defined in Clause (a) of sub-section (1) of section 2 of the Depositories Act, 1996. Depositories Act, 1996 shall include any statutory modification or re-enactment thereof and Depository shall mean a Depository as defined under Clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996.

"Capital" means the share capital for the time being raised or authorised to be raised for the purpose of the Company.

"The Company" or "This Company" means Gujarat Poly Electronics Limited.

"Gender" words imparting the masculine gender also include the feminine gender.

"In writing" and "written" include printing or lithography or any other modes of representing or reproducing words in visible form.

"Month" means calendar month.

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

"Paid up" includes credited as paid-up.

"Persons" includes corporations as well as individuals.

"The Registrar" means the Registrar of Companies of the State in which the office of the Company is for the time being situated.

"Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

"Seal" means the common seal of the Company.

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

"Year" means the calendar year.

"These Presents" means these articles as modified from time to time.

- 2) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.

The marginal notes used in these Articles shall not affect the construction hereof. Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

### **Share capital and variation of rights**

Shares under control of Board	3.	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 Board 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.
Directors may allot shares otherwise than for cash	4.	Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
Kinds of Share Capital	5.	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:  (a) Equity share capital: (i) with voting rights; and / or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and (b) Preference share capital.
Issue of certificate	6.	(1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of

receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide-

- a) one certificate for all his shares without payment of any charges;
- b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.

Certificate to bear Seal	(2)	Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
One certificate for shares held jointly	(3)	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
Option to receive share certificate or hold shares with depository	7.	A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
Issue of new certificate in place of one defaced, lost or destroyed	8.	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 Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.
Provisions as to issue of certificates to apply <i>mutatis mutandis</i> to debentures, etc.	9.	The provisions of the foregoing Articles relating to issue of certificates shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
Power to pay commission in connection with securities issued	10.	(1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, 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 the Act and the Rules.
Rate of commission in accordance with Rules	(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act.
Mode of payment of commission	(3)	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.
Variation of members' rights	11.	(1) 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 the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
Provisions as to general meetings to apply <i>mutatis</i>	(2)	To every such separate meeting, the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply.



*mutandis* to each meeting

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| Issue of further shares not to affect rights of existing members | 12. | 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 shares ranking <i>pari passu</i> therewith.   |
| Power to issue redeemable preference shares                      | 13. | Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.  |
| Further issue of share capital                                   | 14. | <p>(1) The Board or the Company, as the case may be, may in accordance with the Act and the Rules, issue further shares to-</p> <p>d) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or</p> <p>e) employees under any scheme of employees' stock option; or</p> <p>f) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.</p> <p>(2) A further issue of shares may be made in any manner; whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.</p> |
| Mode of further issue of shares                                  |     |   |

#### **Lien**

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| Company's lien on Shares               | 15. | <p>(1) The Company shall have a first and paramount lien: –</p> <p>c) 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</p> <p>d) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company;</p> <p>provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> |
| Lien to extend to dividends, etc.      |     | <p>(2) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.</p>   |
| Waiver of lien in case of registration |     | <p>(3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.</p>  |
| As to enforcing lien by sale           | 16. | <p>The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:</p> <p>provided that no sale shall be made:</p> <p>c) unless a sum in respect of which the lien exists is presently payable; or</p> <p>d) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount</p>   |

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 to the person entitled thereto by reason of his death or insolvency or otherwise.

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| Validity of sale   | 17. | (1) | To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.   |
| Purchaser to be registered holder  |     | (2) | The purchaser shall be registered as the holder of the shares comprised in any such transfer.  |
| Validity of Company's receipt  |     | (3) | The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.   |
| Purchaser not affected   |     | (4) | 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 with reference to the sale.   |
| Application of proceeds of sale  | 18. | (1) | 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.   |
| Payment of residual money  |     |     | 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.  |
| Outsider's lien not to affect Company's lien                               | 19. |     | In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim. |
| Provisions as to lien to apply <i>mutatis mutandis</i> to debentures, etc. | 20. |     | The provisions of these Articles relating to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.   |
| <b>Calls on shares</b>   |     |     |  |
| Board may make Calls   | 21. | (1) | 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.   |
| Notice of call   |     | (2) | 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.  |
| Board may extend time for payment  |     | (3) | The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.   |
| Revocation or postponement of call   |     | (4) | A call may be revoked or postponed at the discretion of the Board.   |
| Call to take effect from date of resolution                                | 22. |     | 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.   |

Liability of joint holders of shares	23.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
When interest on call or instalment payable	24.	(1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.
Board may waive Interest	(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.
Sums deemed to be calls	25.	(1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
Effect of non-payment of sums	(2)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
Payment in anticipation of calls may carry interest	26.	The Board –  c) 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 d) 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 as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.
Instalments on shares to be duly paid	27.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.
Calls on shares of same class to be on uniform basis	28.	All calls shall be made on a uniform basis on all shares falling under the same class.  <i>Explanation:</i> Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
Partial payment not to preclude forfeiture	29.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.
Provisions as to calls to apply <i>mutatis mutandis</i> to debentures, etc.	30.	The provisions of these Articles relating to calls shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.

### Transfer of shares

Instrument of transfer to be executed by transferor and transferee	31.	<p>(1) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.</p> <p>(2) 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.</p>
Board may refuse to register transfer	32.	<p>The Board may, subject to the right of appeal conferred by the Act decline to register –</p> <p>c) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>d) any transfer of shares on which the Company has a lien.</p>
Board may decline to recognise instrument of transfer	33.	<p>In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless –</p> <p>d) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;</p> <p>e) 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</p> <p>f) the instrument of transfer is in respect of only one class of shares.</p>
Transfer of shares when suspended	34.	<p>On giving of previous notice of at least seven days or such lesser period in accordance with the Act 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:</p> <p>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than fortyfive days in the aggregate in any year.</p>
Provisions as to transfer of shares to apply <i>mutatis mutandis</i> to debentures, etc	35.	<p>The provisions of these Articles relating to transfer of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.</p>

### Transmission of shares

Title to shares on death of a member	36.	<p>(1) 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 sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.</p>
Estate of deceased member liable	(2)	<p>Nothing in clause (1) 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.</p>

Transmission Clause	37.	(1)	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 – c) to be registered himself as holder of the share; or  d) to make such transfer of the share as the deceased or insolvent member could have made.
Board's right unaffected		(2)	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
Indemnity to the Company		(3)	The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
Right to election of holder of share	38.	(1)	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.
Manner of testifying election		(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
Limitations applicable to notice		(3)	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.
Claimant to be entitled to same advantage	39.		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 been complied with.
Provisions as to transmission to apply <i>mutatis mutandis</i> to debentures, etc.	40.		The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.

#### **Forfeiture of shares**

If call or instalment not paid notice must be given	41.		If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
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Form of notice	42.	<p>The notice aforesaid shall:</p> <p>c) 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</p> <p>d) 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.</p>
In default of payment of shares to be forfeited	43.	<p>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.</p>
Receipt of part amount or grant of indulgence not to affect forfeiture	44.	<p>Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.</p>
Entry of forfeiture in register of members	45.	<p>When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.</p>
Effect of forfeiture	46.	<p>The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.</p>
Forfeited shares may be sold, etc.	47.	<p>(1) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.</p>
Cancellation of Forfeiture		<p>(2) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</p>
Members still liable to pay money owing at the time of forfeiture	48.	<p>(1) 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, and shall 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.</p> <p>(2) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.</p>
Cessation of liability		<p>(3) 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.</p>

Certificate of forfeiture	49.	(1) 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;
Title of purchaser and transferee of forfeited shares		(2) The Company may receive the consideration, if any, given for the share on any sale, re-allotment 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;
Transferee to be registered as holder		(3) The transferee shall thereupon be registered as the holder of the share; and
Transferee not affected		(4) 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, re-allotment or disposal of the share.
Validity of sales	50.	Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
Cancellation of share certificate in respect of forfeited shares	51.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
Surrender of share certificates	52.	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
Sums deemed to be calls	53.	The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
Provisions as to forfeiture of shares to apply <i>mutatis mutandis</i> to debentures, etc.	54.	The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.

#### **Alteration of capital**

Power to alter share capital	55.	Subject to the provisions of the Act, the Company may, by ordinary resolution- <ul style="list-style-type: none"> <li>f) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;</li> <li>g) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:</li> </ul> <p>Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;</p>
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- h) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- i) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- j) 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.
- Shares may be converted into stock 56. Where shares are converted into stock:
- d) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles 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;
- Right of Stockholders
- e) 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;
- f) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" / "member" shall include "stock" and "stock-holder" respectively.
- Reduction of capital 57. The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, —
- e) its share capital; and/or
- f) any capital redemption reserve account; and/or
- g) any securities premium account; and/or
- h) any other reserve in the nature of share capital.

#### **Joint Holders**

- Joint-holders 58. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:
- Liability of Joint-holders
- g) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
- Death of one or more joint-holders
- h) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.



Receipt of one Sufficient	i) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
Delivery of certificate and giving of notice to first named holder	j) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
Vote of joint holders	k) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney 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 or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.
Executors or administrators as joint holders	(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
Provisions as to joint holders as to shares to apply <i>mutatis mutandis</i> to debentures, etc.	l) The provisions of these Articles relating to joint holders of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company registered in joint names.

#### Capitalisation of profits

Capitalisation	59. (1) The Company in general meeting may, upon the recommendation of the Board, resolve -
	c) 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
	d) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
Sum how applied	(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards:
	D. paying up any amounts for the time being unpaid on any shares held by such members respectively;
	E. paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
	F. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).
	(3) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued

shares to be issued to members of the Company as fully paid bonus shares;

- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
60. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall –
- c) make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
  - d) generally do all acts and things required to give effect thereto.
- Board's power to issue fractional certificate /coupon etc.
- (2) The Board shall have power—
- c) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and
  - d) 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 or other securities 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.
- Agreement binding on members
- (3) Any agreement made under such authority shall be effective and binding on such members.

#### **Buy-back of shares**

- Buy-back of shares
61. Notwithstanding anything contained in these Articles but subject to all applicable provisions 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**

- Extraordinary general meeting
62. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- Powers of Board to call extraordinary general meeting
63. The Board may, whenever it thinks fit, call an extraordinary general meeting.

#### **Proceedings at general meetings**

- Presence of Quorum
64. (1) 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.
- Business confined to election of Chairperson whilst chair vacant
- (2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
- Quorum for general meeting
- (3) The quorum for a general meeting shall be as provided in the Act.
- Chairperson of the Meetings
65. The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.

Directors to elect a Chairperson	66.	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.
Members to elect a Chairperson	67.	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, by poll or electronically, choose one of their members to be Chairperson of the meeting.
Casting vote of Chairperson at general meeting	68.	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
Minutes of proceedings of meetings and resolutions passed by postal ballot	69.	<p>(1) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.</p>
Certain matters not to be included in Minutes	(2)	<p>There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting-</p> <p>d) is, or could reasonably be regarded, as defamatory of any person; or</p> <p>e) is irrelevant or immaterial to the proceedings; or</p> <p>f) is detrimental to the interests of the Company.</p>
Inspection of minute books of general meeting	70.	<p>(1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:</p> <p>(a) be kept at the registered office of the Company; and</p> <p>(b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.</p> <p>(2) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above:</p> <p>Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.</p>
Powers to arrange security at meetings	71.	The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly

conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

#### **Adjournment of meeting**

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| Chairperson may adjourn the meeting      | 72. | (1) The Chairperson may, <i>suo motu</i> , adjourn the meeting from time to time and from place to place.   |
| Business at adjourned meeting            | (2) | 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 of adjourned meeting              | (3) | 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.                                      |
| Notice of adjourned meeting not required | (4) | Save as aforesaid, and save as provided in 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**

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| Entitlement to vote on show of hands and on poll                  | 73. | Subject to any rights or restrictions for the time being attached to any class or classes of shares -<br><br>c) on a show of hands, every member present in person shall have one vote; and<br><br>d) 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.   |
| Voting through electronic means                                   | 74. | A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.  |
| Vote of joint holders   | 75. | (1) 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.<br><br>(2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.  |
| How members <i>non compos mentis</i> and minor may vote           | 76. | 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.<br><br>If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.   |
| Votes in respect of shares of deceased or insolvent members, etc. | 77. | Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to 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 48 (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 duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. |
| Business may proceed pending poll                                 | 78. | Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.   |

Restriction on voting rights	79.	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 or in regard to which the Company has exercised any right of lien.
Restriction on exercise of voting rights in other cases to be void	80.	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.
Equal rights of members	81.	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

### Proxy

Member may vote in person or otherwise	82.	(1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.
Proxies when to be deposited	(2)	he 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, and in default the instrument of proxy shall not be treated as valid.
Form of proxy	83.	An instrument appointing a proxy shall be in the form as prescribed in the Rules.
Proxy to be valid notwithstanding death of the principal	84.	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

Board of Directors	85.	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).
Directors not liable to retire by rotation	86.	(1) The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
Same individual may be Chairperson and Managing Director/ Chief Executive Officer	(2)	The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.
Remuneration of directors	87.	(1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
Remuneration to require members' consent	(2)	The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be

			determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.
Travelling and other expenses		(3)	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.
Execution of negotiable instruments	88.		All cheques, promissory notes, drafts, <i>hundis</i> , 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.
Appointment of additional directors	89.	(1)	Subject to the provisions of the Act, 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.
Duration of office of additional director		(2)	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.
Appointment of alternate director	90.	(1)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
Duration of office of alternate director		(2)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
Re-appointment provisions applicable to Original Director		(3)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
Appointment of director to fill a casual vacancy	91.	(1)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
Duration of office of Director appointed to fill casual vacancy		(2)	The director 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 had not been vacated.

#### **Powers of Board**

General powers of the Company vested in Board	92.		The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and
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these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

#### **Proceedings of the Board**

When meeting to be convened	93.	(1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
Who may summon Board meeting	(2)	The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
Quorum for Board meetings	(3)	The quorum for a Board meeting shall be as provided in the Act.
Participation at Board meetings	(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
Questions at Board meeting how decided	94.	(1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
Casting vote of Chairperson at Board meeting	(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
Directors not to act when number falls below minimum	95.	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.
Who to preside at meetings of the Board	96.	(1) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
Directors to elect a Chairperson	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
Delegation of Powers	97.	(1) 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.
Committee to conform to Board regulations	(2)	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.
Participation at Committee meetings	(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
Chairperson of Committee	98.	(1) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.

Who to preside at meetings of Committee	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
Committee to meet	99. (1)	A Committee may meet and adjourn as it thinks fit.
Questions at Committee meeting how decided	(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.
Casting vote of Chairperson at Committee meeting	(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
Acts of Board or Committee valid Notwithstanding defect of appointment	100.	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 or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
Passing of resolution by circulation	101.	Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of 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.

**Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer**

Chief Executive Officer, etc.	102.	(a) Subject to the provisions of the Act,—  A chief executive officer, manager, company secretary and 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 and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
Director may be chief executive officer, etc.		(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

**Registers**

Statutory registers	103.	The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules.  The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.
---------------------	------	--



### The Seal

- |  |      |  |
|--|------|--|
| The seal, its custody and use Affixation of seal | 104. | <p>(1) The Board shall provide for the safe custody of the seal.</p> <p>(2) 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 one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.</p> |
|--|------|--|

### Dividends and Reserve

- |  |      |   |
|--|------|---|
| Company in general meeting may declare dividends   | 105. | The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.  |
| Interim dividends  | 106. | Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.   |
| Dividends only to be paid out of profits   | 107. | <p>(1) 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 applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising 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.</p> <p>(2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>  |
| Carry forward of profits   | 108. | <p>(1) 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.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.</p> <p>(3) 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.</p> |
| Division of profits  | 109. | <p>(1) 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.</p> <p>(2) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause</p>  |
| Payments in advance  |      |   |
| Dividends to be apportioned  |      |   |
| No member to receive dividend whilst indebted to the Company and Company's right to reimbursement there from |      |   |
| Retention of dividends   |      |   |

hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

Dividend how remitted	110.	(1)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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.
Instrument of payment		(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
Discharge to Company		(3)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid.
			The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
Receipt of one holder sufficient	111.		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.
No interest on dividends	112.		No dividend shall bear interest against the Company.
Waiver of dividends	113.		The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

#### **Accounts**

Inspection by Directors	114.	(1)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.
Restriction on inspection by members		(2)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.

#### **Winding up**

Winding up of Company	115.		Subject to the applicable provisions of the Act and the Rules made thereunder –
		d)	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.
		e)	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.
		f)	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 and Insurance**

- |  |      |  |
|--|------|--|
| Directors and officers<br>right to indemnity | 116. | <p>d) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.</p> <p>e) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.</p> |
| Insurance                                    |      | <p>f) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.</p>  |

#### **General Power**

- |               |      |   |
|---------------|------|---|
| General power | 117. | <p>Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.</p> |
|---------------|------|---|

**I N D E X****Amendment of Memorandum and Articles of Association**

<b>Sr. No</b>	<b>Amended Clause</b>	<b>Resolution Date</b>	<b>Brief Particulars</b>	<b>Page No.</b>
1.	M-V	28.09.1990	Increase in Authorised capital	43
2.	M-V	02.12.1991	Increase in Authorised capital	43
3.	M-V	27.09.2002	Increase in Authorised capital	43
4.	A	12.08.2015	Adoption of New set of Articles in pursuant of Companies Act, 2013	43
5.	M-I & A	11.08.2016	Change in Name of Company	44

1. **Ordinary Resolution passed at the First Annual General Meeting held on 28<sup>th</sup> September 1990 :**

**“RESOLVED THAT the Memorandum of Association of the Company be amended by substituting for the first paragraph of Clause V of the memorandum of Association the following:-**

**V. The Capital of the Company shall consist of Rs. 8,00,00,000 (Rupees Eight crores) divided into 80,00,000 (Eighty lakhs) Equity Shares of Rs. 10/- (Rupees ten) each with rights, privileges and conditions attaching thereto as are provided in the Articles of Association of the Company for the time being in force or the term of issue.”**

2. **Ordinary Resolution passed at the Extra-ordinary General Meeting held on 2<sup>nd</sup> December 1991 :**

**“RESOLVED THAT the Memorandum of Association of the Company be amended by substituting for the first paragraph of Clause V of the memorandum of Association the following:-**

**V. The Capital of the Company shall consist of Rs. 12,00,00,000 (Rupees Twelve crores) divided into 1,20,00,000 (Once Crore Twenty Lacs) Equity Shares of Rs 10/- (Rupees ten) each with rights, privileges and conditions attaching thereto as are provided in the Articles of Association of the Company for the time being in force or the terms of issue.”**

3. **Special Resolution passed at the Annual General Meeting held on 27<sup>th</sup> September 2002 :**

**“RESOLVED THAT the Memorandum of Association of the Company be amended by substituting for the first paragraph of Clause V of the memorandum of Association the following:-**

**V. The Authorised Capital is Rs 2200 lacs divided into 1,20,00,000 Equity Shares of Rs 10/- each and ½% 10,00,000 Non-Cumulative Redeemable Preference Shares of Rs 100/- each with rights, privileges and conditions attaching thereto as are provided in the Articles of Association of the Company for the time being in force or the terms of issue.”**

4. **Special Resolution passed at the Twenty Sixth Annual General Meeting of the Company held on 12<sup>th</sup> August, 2015 :**

**“RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.”**

5 . **Special Resolution passed at the Extra Ordinary General Meeting of the Company held on 11<sup>th</sup> August, 2016 :**

**“RESOLVED THAT pursuant to Section 4, 13 and 14 read with (Incorporation) Rules, 2014 (the “Rules”) and other applicable provisions, if any, of the Companies Act, 2013 read with (Management and Administration) Rules, 2014 (the “Rules”), including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from “Gujarat Poly-AVX Electronics Limited” to “Gujarat Poly Electronics Limited” and that the Clause I of the Memorandum of Association of the Company be substituted by the following clause:**

**I. The name of the Company is “Gujarat Poly Electronics Limited”**

**“RESOLVED FURTHER THAT subject to the above, the name “Gujarat Poly-AVX Electronics Limited” wherever it appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company be substituted by the new name “Gujarat Poly Electronics Limited”.**

**“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to sign, execute and file all such forms, papers and documents to ROC, stock exchange and other regulatory authorities, as may be required from time to time and to do all such acts, deeds and things as may be required in this connection.”**

**REGISTERS UNDER THE COMPANIES ACT, 2013**

#	FORM NAME	NAME OF REGISTER	CHAPTER	RELEVANT SECTION & RULE
1	<a href="#">MGT-1</a>	Register of Members	VII	S.88(1)(a) & R.3(1) OF COS (MANAGEMENT & ADMINISTRATION) RULES, 2014
2	<a href="#">MGT-2</a>	Register of Debenture Holders/ Other Securities Holders	VII	S.88(1)(b) & (c) AND R.4 OF COS (MANAGEMENT & ADMINISTRATION) RULES, 2014
3	<a href="#">REGISTER</a>	Register of Directors and Key Managerial Personnel and Their Shareholding	XI	S.170 & R.17 OF COS (APPOINTMENT & QUALIFICATION OF DIRECTOR) RULES, 2014
4	<a href="#">SH-2</a>	Register of Renewed and Duplicate Share Certificate	IV	S.46(3) & R.6(3)(a) OF COS (SHARE CAPITAL & DEBENTYRE) RULES, 2014
5	<a href="#">SH-3</a>	Register of Sweat Equity Shares	IV	S.54 & R.8(14) OF COS (SHARE CAPITAL & DEBENTURE) RULES, 2014
6	<a href="#">SH-6</a>	Register of Employee Stock Option	IV	S.62(1)(b) & R.12(10) OF COS (SHARE CAPITAL & DEBENTURES) RULES, 2014
7	<a href="#">SH-10</a>	Register of Shares/Other Securities Bought Back	IV	S.68(9) & R.17(12) OF COS (SHARE CAPITAL & DEBENTURES) RULES, 2014
8	<a href="#">CHG-7</a>	Register of Charges	VI	S.85 & R.10(1) OF COS (REGISTRATION OF CHARGES) RULES, 2014
9	<a href="#">MBP-2</a>	Register of Loans, Guarantee, Security And Acquisition Made By Company	XII	S.186(9) & R.12(1) OF COS (MEETINGS OF BOARDS & ITS POWERS) RULES, 2014
10	<a href="#">MBP-3</a>	Register of Investment Not Held In Its Own Name By The Company	XII	S.187(3) & R.14(1) OF COS (MEETINGS OF BOARDS & ITS POWERS) RULES, 2014
11	<a href="#">MBP-4</a>	Register of Contracts With Related Party And Contracts And Bodies Etc. In Which Directors Are Interested	XII	S.189(1) & R.16(1) OF COS (MEETINGS OF BOARDS & ITS POWERS) RULES, 2014

**Abbreviations:**

S = Section  
R = Rules

COS = Companies

**Note:**

Please click on '[Form Name](#)' to view the respective form









**1. Allgemeine Angaben:**

Titel	Verfasser	Verlag	Jahr	ISBN	Preis	Umfang	Einheiten	Vertriebsweg	Vertriebsjahr
1									

Verfasser:   
 Verlag:   
 Jahr:   
 ISBN:   
 Preis:   
 Umfang:   
 Einheiten:   
 Vertriebsweg:   
 Vertriebsjahr:

**2. Allgemeine Angaben:**

Titel	Verfasser	Verlag	Jahr	ISBN	Preis	Umfang	Einheiten	Vertriebsweg	Vertriebsjahr
2									

Verfasser:   
 Verlag:   
 Jahr:   
 ISBN:   
 Preis:   
 Umfang:   
 Einheiten:   
 Vertriebsweg:   
 Vertriebsjahr:

**3. Allgemeine Angaben:**

Titel	Verfasser	Verlag	Jahr	ISBN	Preis	Umfang	Einheiten	Vertriebsweg	Vertriebsjahr
3									

Verfasser:   
 Verlag:   
 Jahr:   
 ISBN:   
 Preis:   
 Umfang:   
 Einheiten:   
 Vertriebsweg:   
 Vertriebsjahr:

**4. Allgemeine Angaben:**

Titel	Verfasser	Verlag	Jahr	ISBN	Preis	Umfang	Einheiten	Vertriebsweg	Vertriebsjahr
4									

Verfasser:   
 Verlag:   
 Jahr:   
 ISBN:   
 Preis:   
 Umfang:   
 Einheiten:   
 Vertriebsweg:   
 Vertriebsjahr:

**5. Allgemeine Angaben:**

Titel	Verfasser	Verlag	Jahr	ISBN	Preis	Umfang	Einheiten	Vertriebsweg	Vertriebsjahr
5									

Verfasser:   
 Verlag:   
 Jahr:   
 ISBN:   
 Preis:   
 Umfang:   
 Einheiten:   
 Vertriebsweg:   
 Vertriebsjahr:

**6. Allgemeine Angaben:**

Titel	Verfasser	Verlag	Jahr	ISBN	Preis	Umfang	Einheiten	Vertriebsweg	Vertriebsjahr
6									

Verfasser:   
 Verlag:   
 Jahr:   
 ISBN:   
 Preis:   
 Umfang:   
 Einheiten:   
 Vertriebsweg:   
 Vertriebsjahr:









Form No. SH - 10

Register of shares or other securities bought-back

[Pursuant to sub-section (9) of section 68 of the Companies Act, 2013 and rule 17 (12) of the Companies (Share Capital and Debentures) Rules 2014]

Name of Company:

Registered office address:

1. Date of passing of special resolution at the meeting of the members authorizing buy-back of securities :

2. Date of approval by the Board :

3. Number, price and amount of shares or other specified securities authorized to be bought back :

4. Date of opening and closing of buy-back offer :

5. Date by which buy-back was completed :

6. Description of shares or other specified securities bought back by the company :

S.No	Folio number / DP Id/ client ID number or certificate number of securities bought-back	Name of last holder of securities	*Category to which they belong	Date of buy-back	Number of securities bought-back	**Mode of buy-back	Nominal value of securities	Price at which securities are bought back	Date of payment	Amount paid for bought back securities	Cumulative total of securities bought-back	Date of/ cancellation / extinguishment and physical destruction of securities bought-back	Reference to entry in Register of members	Remarks
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)
						NIL								

\*Indicate the category of securities that have been bought back: Preference shares or Equity shares or Employees' Stock Option shares or Sweat equity shares, etc

\*\*Indicate whether the securities have been bought back from:  the existing security-holders on a proportionate basis  the open market  odd-lots of listed securities  Employees' Stock Option  Sweat equity  any other mode, if so indicate the mode

2. Other relevant details, if any.

Place:

Date:

Signature of the authorized signatory

Name of the Person:

Designation:



Form No. CHG - 7

Register of charges

[Pursuant to section 85 sub-rule (1) of rule 10 of the Companies (Registration of Charges) Rules, 2014]

S.No	Charge ID	Date of creation of charge or date of acquisition of property subject to charge	Date of registration of creation of charge	Short description of the property charged	Period and amount secured by the charge	Names and addresses of the charge holder	Particulars of the terms and conditions of the charge	Description of the instrument creating the charge	Date of modification of charge	Date of registration of modification of charge	Description of the instrument modifying the charge	Particulars of modification	Date of satisfaction	Date of registration of satisfaction	Facts and date of condonation of delay, if any	Reasons for delay in filing for registration of creation, modification or satisfaction of the charge, if any
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)
1	80053869	15-01-1993	15-01-1993	Kotak Mahindra Bank Limited, 36-38A, Nariman Bhavan, 227, Nariman Point, Mumbai- 400021.					29-09-2004	29-09-2004			25-05-2009	25-05-2009		N.A.

Place:

Date:

Signature

MD/Director/Secretary/Whole time Director

**Form MBP - 2**  
**Register of loans, guarantee, security and acquisition made by the company**  
**[Pursuant to section186(9) & rule 12(1)]**

Nature of transaction (whether loan/guarantee/security/acquisition)	Date of making loan/acquisition / giving guarantee/providing security	Name and address of the person or body corporate to whom it is made or given or whose securities have been acquired (Listed/Unlisted entities)	Amount of loan/ security/ acquisition /guarantee	Time period for which it is made/ given	Purpose of loan/acquisition /guarantee/ security	% of loan/ acquisition /exposure on guarantee/ security provided to the paid up capital, free reserves and securities premium account and % of free reserves and securities premium	Date of passing Board resolution	Date of passing special resolution, if required	For loans		Number and kind of securities	Nominal value and paid up value	Cost of acquisition (in case of securities how the purchased price was arrived at)	Date of selling of investment	Selling price (how the price was arrived at)	Signatures and Remarks
									Rate of interest	Date of maturity						
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)
					NIL											

Place:  
Date:

Signature  
MD/Director/Secretary/Whole time Director

**Form MBP - 3**

**Register of investments not held in its own name by the company  
[Pursuant to section 187(3) and rule 14(1)]**

S. No	Date of the board resolution authorising such investment	Date of investment	Name of the person/ depository in whose name investment is held	Address and E-mail id of person / depository in whose name investment is held	Purpose of investment	Name of the company or body corporate in which investment is made	Class of securities	Number of securities	Client ID / DP No.	Face value of securities	Paid up value of securities	Cost of acquisition	Date of disposal	Number of securities disposed off	Sale consideration	Balance securities left, if any	Remarks, if any
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)	(18)
						NIL											

Signature  
MD/Director/Secretary/Whole time Director

**Form MBP - 4**

**Register of contracts with related party and contracts and Bodies etc. in which directors are interested  
[Pursuant to section 189(1) and rule 16(1)]**

**A. Contracts or agreements with any related party under section 188 or in which any director is concerned or interested under sub-section (2) of section 184**

Date of contract / arrangement	Name of the party with which contract is entered into	Name of the interested director	Relation with director/ company/ Nature of concern or interest	Principal terms and conditions	Whether the transaction is at arm's length basis	Date of approval at the meeting of the Board	Details of voting on such resolution				Date of the next meeting at which register was placed for signature	Reference of specific items – (a) to (g) under sub-section (1) of section 188	Amount of contract or arrangement	Date of share holders approval if any	Signature	Remarks, if any
							No. of Directors present in the meeting	Directors voting in favour	Directors voting against	Directors remaining neutral						
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)
							NIL									

**B. Name of the bodies corporate, firms or other association of individuals as mentioned under sub-section (1) of section 184, in which any director is having any concern or interest**

Names of the Companies /bodies corporate/ firms/ association of individuals	Name of the interested director	Nature of interest or concern / Change in interest or concern	Shareholding (if any)	Date on which interest or concern arose / changed

Place:

Date:

Signature

MD/Director/Secretary/Whole time Director