

(Adopted by the Members of the Company vide Resolution No. passed through Postal Ballot results declared on 2015)

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 2013)

ARTICLES OF ASSOCIATION

OF

THE UGAR SUGAR WORKS LIMITED

PRELIMINARY

Application of Table F

1. The regulations contained in Table F of First Schedule to the Companies Act, 2013, shall be excluded except in so far as the same are contained or expressly made applicable by these Articles or by the said Act.

INTERPRETATION

2.
 - I. In the interpretation of these Articles, the following words and expressions shall have the following meanings unless excluded by the subject or context.
 - a. "The Act" shall mean "The Companies Act, 1956" , "The Companies Act, 2013" or any statutory modification or re-enactment thereof for the time being in force.
 - b. The "Company" or "This Company" shall mean **The Ugar Sugar Works Limited.**
 - c. "The Articles" shall mean these Articles of Association as originally framed or as altered from time to time by Special Resolution.
 - d. "Annual General Meeting" means a general meeting of the members held in accordance with the provisions of Section 96 of the Act and any adjournment of such meeting.
 - e. "Auditors" means the person(s) appointed as auditors of the Company in accordance with the provisions of the Act.
 - f. "Beneficial Owner" shall mean a person whose name is recorded as such with a Depository.
 - a. "Board" or the "Board of Directors" in relation to the Company means the Board of Directors of the Company.
 - b. "Board Meeting" shall mean a meeting of Directors duly convened and constituted, or as the case may be, the Directors assembled at the Board of the Company collectively.
 - c. "Body Corporate" or "Corporation" includes a Company incorporated outside India but does not include:
 - i. A corporation sole;
 - ii. a co-operative society registered under any law relating to co-operative societies; and
 - iii. any other body corporate (not being a Company as defined in the Act) which the Central Government may, by notification in the Official Gazette, specify in this behalf.

- d. "Business day" means a day other than a Sunday, on which the Principal Commercial Banks are open for business during normal banking hours.
- e. "Corporation" includes a Company whether incorporated and formed under the Act or not.
- f. "The Chairman" means the Chairman of the Board of Directors for the time being of the Company.
- g. "Capital" means the share capital for the time being raised or authorized to be raised for the purposes of the Company.
- h. "Committee" shall mean committee of the Board of Directors of the Company.
- i. "Common Seal" shall mean the common seal for the time being of the Company.
- j. "Debenture" includes Debenture-Stock, bonds or other securities of the Company evidencing a debt whether constituting a charge on the assets of the Company or not.
- k. "Debenture holders" shall mean the duly registered holders from time to time, of the debentures of the Company and shall include in case of debentures held by a Depository, the Beneficial Owners whose names are recorded as such with the Depository.
- l. "Depositories Act" shall mean the Depositories Act, 1996, including any statutory modifications or re-enactment thereof for the time being in force.
- m. "Depository" shall mean a company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992;
- n. "Directors" shall mean the directors for the time being of the Company.
- o. "Dividend" includes final or interim dividend.
- p. "Document" includes summons, notice, requisition, order, other legal process and registers, whether issued, sent or kept in pursuance of this or any other Act or otherwise
- q. "Extraordinary General Meeting" shall mean an extraordinary meeting of the Members duly called and constituted, and any adjourned meeting thereof.
- r. "Executor" or "Administrator" means a person who had obtained Probate or Letters of Administration, as the case may be, from some competent court.
- s. "Managing Director" means a Director who, by virtue of an agreement with the Company or a resolution passed by the Company in general meeting or by its Board or its Memorandum and Articles of Association is entrusted with substantial powers of management
- t. "Member" shall mean the duly registered holder from time to time of the Shares of the Company and includes the subscribers to the Memorandum of the Company, as well as every person whose name is entered as Beneficial Owner in the records of the Depository.

- u. "Memorandum" or "Memorandum of Association" means the Memorandum of Association of the Company as originally framed or as altered from time to time.
- v. "Month" shall mean a calendar month.
- w. "Office" shall mean the registered office for the time being of the Company.
- x. "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.
- y. "Paid-up Capital" or "Capital paid-up" includes Capital credited as paid-up.
- z. "Participant" shall mean a person registered as such under Section 12(1A) of the Securities and Exchange Board of India Act, 1992.
- aa. "The President" means the President of India.
- bb. "Person" includes any individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his capacity as trustee, executor, administrator, or other legal representative or any other entity recognized by applicable law.
- cc. "Proxy" includes an attorney duly constituted under a Power-of-Attorney.
- dd. "Public Holiday" means a Public Holiday within the meaning of the Negotiable Instruments Act, 1881 (XXVI of 1881); provided that no day declared by the Central Government to be a public holiday shall be deemed to be such a holiday in relation to any meeting unless the declaration was notified before the issue of the notice convening such meeting.
- ee. "Record" includes the records maintained in form of books or stored in a computer or in such other form as may be determined by the Regulations issued by the Securities and Exchange Board of India in relation to the Depository Act, 1996.
- ff. "Register of Members" shall mean the Register of Members to be kept in pursuance of the Act.
- gg. "Registered Owner" shall mean a Depository whose name is entered as such in the records of the Company.
- hh. "Regulations" or "Regulations of the Company" means the regulations as contained in these Articles.
- ii. "Rules" shall mean rules made in pursuance of provisions of the Act.
- jj. "SEBI" shall mean the Securities and Exchange Board of India;
- kk. "Secretary" shall mean a Company Secretary within the meaning of clause (C) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 who is appointed to perform the functions of a company secretary under this Act.

ll. "Security" shall mean such security as may be specified by SEBI from time to time.

mm. "Section" shall mean a section of the Companies Act, 2013 or 1956 for the time being in force.

nn. "Share" shall mean share in the Share Capital of the Company and includes Stock.

oo. "Share Capital" shall mean the Share Capital for the time being raised or to be raised by the Company.

pp. "Stock" shall mean the aggregate of fully paid Shares legally consolidated, portions of which aggregate may be Transferred or split up into fractions of any amount, without regard to the original nominal amount of the Share.

qq. "The Registrar" shall mean the Registrar of Companies of the State / Union Territory in which the Registered Office of the Company is for the time being situated.

rr. "Transfer" shall mean (in either the noun or the verb form and including all conjugations thereof with their correlative meanings) with respect to the Shares, the sale, assignment, transfer or other disposition (whether for or without consideration, whether directly or indirectly) of any Shares or of any interest therein, or the creation of any third party interest in or over the Shares, but excluding any renunciation of any right to subscribe for any Shares offered pursuant to a rights issue to existing shareholders in proportion to their existing shareholding in the Company.

ss. "Tribunal" shall mean the National Company Law Tribunal constituted under Section 408 of the Act.

tt. "Writing" and "Written" shall mean and includes words, hand written, printed, typewritten, lithographed, represented or reproduced in any mode in a visible form.

uu. "Year" shall mean the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

vv. The regulations in the Articles are subject to the provisions of the Act, Rules and Regulations made under that Act and the listing agreement between the Company and any recognized stock exchange, and If there is any conflict between these regulations and the provisions of the Act, Rules, Regulations and listing agreement, the latter shall prevail

ww. The regulations contained in the Articles are for the management of the Company and observation by its members and their representatives, subject to any exercise of the statutory powers of the Company by the repeal or alteration of or addition to these regulations by special resolution under section 14 of the Act.

II. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

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

IV. Words imparting the masculine gender also include the feminine gender.

SHARE CAPITAL

3. Authorised Share Capital

The Authorised Share Capital of the Company is as per Clause F of the Memorandum of Association.

4. Shares at the Disposal of the Directors

Subject to the provisions of Section 62 of the Act and these Articles, the Shares in the Capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such person, 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 and with sanction of the Company in the General Meeting to give to any person or Persons the option or right to call for any Shares, either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the Capital of the Company on payment in full or part of any property sold and Transferred or for any services rendered to the Company in the conduct of its business and any Shares which may be deemed to be fully paid Shares. Provided the option or right to call of Shares shall not be given to any person or Persons without the sanction of the Company in the General Meeting.

5. Increase of Capital

The Company at its General Meeting may, from time to time, by an Ordinary Resolution increase the Capital by the creation of new Shares, such increase to be of such aggregate amount and to be divided into Shares of such respective amounts as the resolution shall prescribe. The new Shares shall be issued on such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe, and in particular, such Shares may be issued with a preferential or qualified right to Dividends, and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the Capital of the Company has been increased under the provisions of the Articles, the Directors shall comply with the provisions of Section 64 of the Act.

6. Reduction of Capital

The Company may, subject to the provisions of Sections 52, 55, 66 and other applicable provisions of the Act from time to time, by Special Resolution reduce its Capital and any Capital Redemption Reserve Account or Securities Premium Account in any manner for the time being authorised by law, and in particular, the Capital may be paid off on the footing that it may be called up again or otherwise.

7. Sub-division and Consolidation of Shares

Subject to the provisions of Section 61 of the Act, the Company in General Meeting, may by an Ordinary Resolution from time to time

a) divide, sub-divide or consolidate its Shares, or any of them, and the resolution whereby any Share is sub-divided, may determine that as between the holders of the Shares resulting from such sub-division, one or more of such Shares have some preference of special advantage as regards Dividend, Capital or otherwise, as compared with the others. Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal.

b) Cancel Shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its Share Capital by the amount of the Shares so cancelled.

8. New Capital part of the existing Capital

Except so far as otherwise provided by the conditions of the issue or by these presents, any Capital raised by the creation of new Shares shall be considered as part of the existing Capital and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

9. Power to issue Shares with differential voting rights

The Company shall have the power to issue Shares with such differential rights as to Dividend, voting or otherwise, subject to the compliance with any law as may be applicable.

10. Power to issue preference shares

Subject to the provisions of Section 55 of the Act, the Company shall have the powers to issue preference shares which are liable to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of such redemption.

11. Variation of shareholders rights

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

To every such separate meeting, the provisions of these Articles relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

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 paripassu therewith.

12. Further Issue of Shares

Where at any time it is proposed to increase the subscribed Capital of the Company by allotment of further Shares, either out of unissued Capital or out of increased Share Capital, then such further Shares shall be offered

- (i) to the Persons who at the date of the offer, are holders of the equity Shares of the Company in proportion as near as circumstances admit, to the capital paid up on those Shares by sending a letter of offer subject to the following conditions.
 - a. The offer shall be made by a notice specifying the number of Shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of offer within which the offer, if not accepted, will be deemed to have been declined.
 - b. the offer aforesaid 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; and the notice referred to in sub clause (b) hereof shall contain a statement of this right.
 - c. After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board may dispose of them in

such manner which is not disadvantageous to the shareholders and the Company.

- (ii) to employees under a scheme of employees' stock option, subject to a Special Resolution passed by the Company and subject to such conditions as may be prescribed.
- (iii) to any persons, if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (i) or clause (ii), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed.

13. Buy Back of Shares

Notwithstanding anything contained in these Articles, but subject to the provisions of The Act and all other applicable provisions of the Law as may be in force at any time and from time to time, the Company may acquire or purchase any of its fully paid or redeemable Shares and may make payment out of funds at its disposal for and in respect of such acquisition / purchase on such terms and conditions at such times as the Board may in its discretion deem fit, and such acquisition / purchase shall not be construed as reduction of Share Capital of the Company.

14. Issue of sweat equity shares

Subject to the terms and conditions prescribed in Section 54 of the Act and the rules and regulations prescribed in this connection, the Board of Directors may offer, issue and allot Shares in the Capital of the Company as sweat equity shares.

15. Issue of equity shares under employee stock options schemes

Subject to the terms and conditions prescribed in Section 62 of the Act and the rules and regulations prescribed in this connection, the Board of Directors may offer, issue and allot Shares in the Capital of the Company under employee stock options schemes of the Company.

16. Consideration for Allotment

The Board of Directors may allot and issue Shares of the Company as payment or part-payment for any property purchased by the Company, or in respect of goods sold or Transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and or in the conduct of its business; and any Shares which may be so allotted may be issued as fully/partly paid up Shares and if so issued shall be deemed as fully / partly paid up Shares.

17. Rights to convert loans into Capital

Nothing contained in these Articles shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the Debentures issued or loans raised by the Company

- (i) to convert such Debentures or loans into Shares in the Company; or
- (ii) to subscribe for Shares in the Company (whether such option is conferred in these Articles or otherwise).

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in General Meeting.

Notwithstanding anything contained in this Article and subject to provisions of Section 62(4) of the Act, where any debentures have been issued or loan has been obtained

from any Government by a Company, and if that Government considers it necessary in the public interest to do so, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

UNDERWRITING

18. Commission for placing Shares, Debentures

Subject to the provisions of the Act and the Rules, the Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any Shares, Debentures, or debenture-stock of the Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for Shares, Debentures or debenture-stock of the Company.

LIEN

19. Company's lien on Shares/ Debentures

The Company shall have a first and paramount lien upon all the Shares / Debentures (other than fully paid up Shares / Debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at fixed time in respect of such Shares / Debentures, and no equitable interest in any Shares shall be created except upon the footing and condition that this Article is to have full effect and such lien shall extend to all Dividends and interest from time to time declared in respect of such Shares / Debentures. Unless otherwise agreed, the registration of a Transfer of Shares / Debentures shall operate as a waiver of the Company's lien if any, on such Shares / Debentures. The Directors may at any time declare any Shares / Debentures wholly or in part to be exempt from provisions of this Article.

20. Enforcing lien by sale

For the purpose of enforcing such lien, the Board may sell the Shares subject thereto in such manner as they think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Shares and may authorise one of their Members to execute a Transfer thereof on behalf of and in the name of such Member. No sale shall be made until such period as aforesaid shall have arrived and until a notice in writing of the intention to sell has been served on such Member or his representative and default shall have been made by him or them in payment, fulfillment or discharge of such debts, liabilities or engagements for fourteen days after such notice.

21. Application of sale proceeds

The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a lien for sums not presently payable as existed upon the Shares before the sale) be paid to the person entitled to the Shares at the date of the sale.

CALLS ON SHARES

22. Board to have right to make calls on Shares

The Board may, from time to time, subject to the terms on which any Shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by circular resolution), make such call as it thinks fit upon the Members in respect of all moneys unpaid on the Shares held by them respectively and each Member shall pay the amount of every call so made on him to the Person or Persons and the Member(s) and place(s) appointed by the Board. A call may be made to be paid by installments.

Provided that the Board shall not give the option or right to call on Shares to any person except with the sanction of the Company in general meeting.

23. Notice for call

Fourteen days' notice in writing of any call shall be given by the Company specifying the date, time and places of payment and the Person or Persons from whom such call amount is due..

24. Call when made

The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call, and thereupon the call shall be deemed to have been made on the date so determined and if no such date is so determined, a call shall be deemed to have been made at the date when the resolution authorising such call was passed at the meeting of the Board.

25. Liability of joint-holders for a call

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

26. Board to extend time to pay call

The Board may, from time to time, at its discretion extend the time fixed for the payment of any call and may extend such time to all or any of the Members. The Board may be fairly entitled to grant such extension, but no Member shall be entitled to such extension, save as a matter of grace and favour.

27. Calls to carry Interest

If a Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at 10% per annum or such lower rate as shall from time to time be fixed by the Board, but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Member.

28. Dues deemed to be calls

Any sum, which as per the terms of issue of a Share becomes payable on allotment or at a 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 the same may become payable, and in case of non-payment, 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.

29. Partial payment not to preclude forfeiture

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 such money shall preclude the forfeiture of such Shares as herein provided.

30. Proof of dues in respect of Share

At the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his Share, it shall be sufficient to prove that the name of the Member in respect of whose Shares the money is sought to be recovered appears entered on the Register of Members as the holder at, or subsequently to the date at which the money sought to be recovered is alleged to have become due on the Shares in respect of which such money is sought to be recovered; that the resolution making the call is duly recorded in the Minute Book; and that notice of such call was duly given to the Member or his representatives so sued in pursuance of these Articles; and it

shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

31. Payment in anticipation of call may carry interest

The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any Member willing to advance the same whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% per annum, unless the Company in the General Meeting shall otherwise decide, as the Member paying such sum in advance and the Directors agree upon, provided that money paid in advance of calls shall not confer a right to participate in profits or Dividend. The Directors may at any time repay the amount so advanced.

The Members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

32. The provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.

FORFEITURE OF SHARES

33. Board to have right to forfeit Shares

If a Member fails to pay any call or installment of a call or any other sum or sums on the Shares due and payable by such Member, on or before the last day appointed for the payment thereof, the Board may at any time thereafter during such time as the call or any part of such call or installment of sums remain unpaid, serve a notice on him or on the person (if any) entitled to Shares by transmission requiring payment of so much of the amount as is unpaid together with any interest which may have accrued thereon.

34. Notice of forfeiture of Shares

The notice shall name the place or places on and at which, and a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made. The notice shall detail the amount which is due and payable on the Shares and shall state that in the event of non-payment at or before the time appointed the Shares will be liable to be forfeited.

35. Effect of forfeiture

If the requirements of any such notice as aforesaid are not complied with, any of the Shares in respect of which such notice has been given may, at any time thereafter before payment of all calls or installment, interest and expenses or other money due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends and bonus declared in respect of the forfeited Shares and not actually paid before the forfeiture.

1. Notice to Member after forfeiture of Shares

When any Share shall have been so forfeited, notice of the forfeiture shall be given to the Member on whose name it stood immediately prior to the forfeiture and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

2. Forfeited Share to be the property of the Company

A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Board may think fit.

3. Member to be liable even after forfeiture

Any Member whose Shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest, expenses and other moneys owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment, at such rate as the Board may determine, and the Board may enforce the payment of the whole or a portion thereof if they think fit, but shall not be under any obligation to do so.

4. Claims against the Company to extinguish on forfeiture

The forfeiture of a Share involves extinction, at the time of the forfeiture of all interest in and all claims and demands against the Company, in respect of the Shares and all other rights incidental to the Share, except only such of those rights as by these Articles expressly saved.

5. Evidence of forfeiture

A duly verified declaration in writing that the declarant is a Director or Manager or Secretary of the Company, and that a Share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the Shares.

6. Effecting sale of Shares

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinafter given, the Board may appoint some person to execute an instrument of Transfer of the Shares sold, cause the purchaser's name to be entered in the register in respect of the Share sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register in respect of such Shares, the validity of the sale shall not be impeached by any person.

7. Certificate of forfeited Shares to be void

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant Shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled and become null and void and have no effect, and the Directors shall be entitled to issue a new certificate or certificates in respect of the said Shares to the Person or Persons entitled thereto.

8. Board entitled to cancel forfeiture

The Board, may at any time before any Shares are so forfeited, have been sold, re-allotted or otherwise disposed of, cancel the forfeiture thereof upon such conditions as it thinks fit.

TRANSFER AND TRANSMISSION OF SHARES

9. Register of Transfers

The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every Transfer or transmission of any Shares.

10. Directors may refuse to register Transfer

The Board may, subject to the right of appeal conferred by Section 58 of the Act decline to register-

- a. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- b. any transfer of shares on which the Company has a lien.

The Board may decline to recognise any instrument of transfer, unless-

- a. the instrument of transfer is in the form as prescribed in the rules made under sub-section (1) of Section 56 of the Act;
- b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- c. the instrument of transfer is in respect of only one class of shares.

On giving not less than seven days' previous notice in accordance with Section 91 of 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.

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

11. Endorsement of Transfer

In respect of any Transfer of Shares registered in accordance with the provisions of these Articles, the Board may, at their discretion, direct an endorsement of the Transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate in lieu of and in cancellation of the existing certificate in the name of the transferee.

12. Instrument of Transfer

Subject to the provisions of Section 56 of the Act, the instrument of Transfer of any Share in the Company shall be in writing and all provisions of Section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all Transfers of Shares and registration thereof.

The said instrument shall be duly executed by the transferor and the transferee; and the transferor shall be deemed to remain holder of the Shares until the name of the transferee is entered in the Register of Members in respect thereof. The instrument of Transfer shall be presented in the manner prescribed under Section 56 of the Act or any statutory modification thereof. Company shall not charge any transfer fee for registering Transfer of Shares. The Company shall use a common form of Transfer for all classes of Shares.

13. Instrument of Transfer to be stamped

Every instrument of Transfer shall be presented within a period of 60 days from execution to the Company duly stamped for registration, accompanied by such evidence as the Board may require to prove the title of the transferor his right to Transfer the Shares, and every registered instrument of Transfer shall remain in the custody of the Company until destroyed by order of the Board.

14. Closing Register of Transfers and of Members

The Board shall be empowered, on giving not less than seven days' notice or such less period as may be specified by SEBI, by advertisement in a newspaper circulating in the district in which the Registered Office is situated, to close the Transfer Books, the Register of Members, the Register of Debenture holders at such time or times, and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each Year, as it may seem expedient.

15. Transfer of partly paid shares

Where in the case of partly paid shares, an application for registration is to be made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

16. Title to Shares of deceased Members

The executors or administrators or holders of a Succession Certificate, or the legal representatives of a deceased Member (not being one or two joint-holders) shall be the only person recognised by the Company as having any title to the Shares registered in the name of such Member, and the Company shall be bound to recognize such executors or administrators or holders of a Succession Certificate or the legal representatives shall have first obtained Probate holders or Letter of Administration or Succession Certificate as the case may be, from a duly constituted Court in the Union of India. Provided that in any case where the Board in its absolute discretion, thinks fit, the Board may dispense with the production of Probate or Letter of Administration or Succession Certificate, upon such terms as to indemnity or otherwise as the Board in its absolute discretion may think necessary and register the name of any person who claims to be absolutely entitled to the Shares standing in the name of a deceased Member as a Member

17. Transfers not permitted

No Share shall in any circumstances be Transferred to any infant, insolvent or person of unsound mind, except fully paid Shares through a legal guardian.

18. Transmission of Shares

Subject to the provisions of these presents, any person becoming entitled to Shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a Transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Articles, or of his title, either by registering himself as the holder of the Shares or elect to have some person nominated by him and approved by the Board, registered as such holder, provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of Transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the Shares.

19. Rights on Transmission

A person entitled to a Share by transmission shall, subject to the Directors right to retain such Dividends or money as hereinafter provided, be entitled to receive and may give discharge for any Dividends or other moneys payable in respect of the Share.

20. Share Certificates to be surrendered

Before the registration of a Transfer, the certificate or certificates of the Share or Shares to be Transferred must be delivered to the Company along with (save as provided in Section 56 of the Act) properly stamped and executed instrument of Transfer.

21. No fee on Transfer or Transmission:

No fee shall be charged for registration of Transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or other similar document.

22. Company not liable to notice of equitable rights

The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any Transfer of Shares made, or purporting to be made, by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of Persons having or claiming any equitable rights, title or interest in the said Shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice

which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

DEMATERIALIZATION OF SHARES

23. The Company shall be entitled to admit securities issued by the Company to any Depository and to offer securities in a dematerialized form in pursuance to the Depositories Act, 1996.
24. Every person subscribing to securities offered by the Company, and every Member, Debenture Holder or Debenture Stock Holder shall have the option to either hold the securities in the form of security certificates or to hold the securities with a Depository. Where any Member or Debenture Holder or Debenture Stock Holder surrenders his certificate of securities held in the Company in accordance with Section 6 of the Depositories Act, 1996, and the Securities & Exchange Board of India (Depositories and Participants) Regulations, 1996, the Company shall cancel the certificate and substitute in its records the name of the relevant Depository and inform the Depository accordingly. The Company shall maintain a record of certificates of securities that have been so dematerialised. Such persons who hold their securities with a Depository can at any time opt out of the Depository, if permitted by the law, and the Company shall in such manner and within such time as prescribed by law, issue to such persons the requisite certificates of securities.
25. If a person opts to hold his Security with a Depository, the Company shall intimate such Depository the details of allotment of the Security, and on receipt of the information, the Depository shall enter in its Record the name of the allottee as the Beneficial Owner of the Security.

SHARES AND SHARE CERTIFICATES

26. Issue of share certificate by the Company at any time shall be in accordance with the provisions of the Act and the Rules made thereunder.

27. Allotment on application to be acceptance of Shares

Any application signed by or on behalf of an applicant for Shares in the Company followed by an allotment of any Share therein, shall be an acceptance of Shares within the meaning of these Articles, and every person who thus or otherwise accepts any Shares and whose name is on the register, shall, for the purpose of these articles, be a Member.

28. Returns on allotments to be made or Restrictions on Allotment

The Board shall observe the restrictions as regards allotment of Shares to the public contained in Section 39 of the Act and as regards return on allotments, the Directors shall comply with Section 39 of the Act.

29. Money due on Shares to be a debt to the Company

The money (if any) which the Board shall, on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any Shares allotted by them, shall immediately on the inscription of the name of allottee in the Register of Members as the name of the holder of such Shares become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

30. Members or heirs to pay unpaid amounts

Every Member or his heirs, executors or administrators shall pay to the Company the portion of the Capital represented by his Share or Shares which may, for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board shall from time to time, in accordance with the Company's regulations require or fix for the payment thereof.

31. The Company shall keep a Register and Index of Members in accordance with the provisions of Section 88 of the Act.

32. Register and Index of Beneficial owners

The Registers and Index of Members and Debenture Holders shall be deemed to include the Registers and Index of Beneficial owners maintained under the Depositories Act, 1996, by every Depository in respect of securities issued by the Company

33. The Company shall be entitled to keep in any state or country outside India a branch Register of Members resident in that state or country.

34. The Shares shall be numbered progressively according to their several denominations. Every forfeited Share shall continue to bear the same number by which the same was originally distinguished.

35. Subject to the provisions of the Act and these Articles, Shares may be registered in the name or names of any Person or Persons, Company or other body corporate.

36. Shares held jointly

- a. Where two or more Persons are registered as the holders of any Share, they shall be deemed to hold the same jointly with benefits of survivorship subject to the provisions contained in these Articles.
- b. The Company shall be entitled to decline to register more than three Persons as the holders of any Share.
- c. The joint-holders of any Share shall be liable, severally as well as jointly, for and in respect of all calls and other payments which ought to be made in respect of such Shares.
- d. On the death of any such joint-holder, the survivor or survivors shall be the only Person or Persons recognised by the Company as having any title to the Share, but the Directors may require such evidence of deaths as they may deem fit and nothing herein contained shall be taken to release the estate on the deceased joint-holder from any liability on Shares held by him jointly with any other person.
- e. Any such joint-holders may give effectual receipts for any Dividends or other moneys payable in respect of such Shares.
- f. Only the person whose name stands in the Register of Members as the first of the joint-holders of any Shares shall be entitled to delivery of the certificate relating to such Share or to receive notices from the Company, and any notice given to such person shall be deemed proper notice to all joint-holders.
- g. Any one of two or more joint-holders may vote at any meeting personally or by Proxy in respect of such Shares as if he were solely entitled thereto, and if more than one of such joint-holders be present at any meeting personally or by Proxy, the holder whose name stands first or higher (as the case may be) on the Register of Members in respect of such Share shall alone be entitled to vote in respect thereof.

PROVIDED always that a person present at any meeting personally shall be entitled to vote in preference to a person present by Proxy.

37. A certificate under the Common Seal of the Company, specifying any Shares held by any Member shall be prima facie evidence of title of the Member to such Shares.

38. Responsibilities to maintain Records

The Managing Director of the Company for the time being or if the Company has no Managing Director, every Director of the Company shall be responsible for maintenance, preservation and safe custody of all books and documents relating to the issue of Share certificates.

39. Limitation of time for issue of Certificates

Every Member shall be entitled, without payment to one or more certificates in marketable lots, for all the Shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors so determine) to several certificates, each for one or more of such Shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of Transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under the Common Seal of the Company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Directors may prescribe and approve, provided that in respect of a 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 of Shares to one or several joint-holders shall be a sufficient delivery to all such holders.

40.

A. Issue of new certificate in place of one defaced, lost or destroyed or Renewal of Certificates

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof 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 lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under the article shall be issued on payment of fees of Rs. 20.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulations or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable thereof in this behalf.

The provision of this Article shall mutatis mutandis apply to Debentures of the Company.

B. Renewal of Share Certificate

When a new Share certificate has been issued in pursuance of clause (A) of this Article, it shall state on the face of it and against the counterfoil to the effect that it is issued in lieu of Share certificate No..... sub-divided/replaced on consolidation of Shares.

c. When a new certificate has been issued in pursuance of clause (A) of this Article, it shall state on the face of it against the stub or counterfoil to the effect that it is duplicate issued in lieu of Share certificate No..... The word 'Duplicate' shall be stamped or punched in bold letters across the face of the Share certificate and when a new certificate has been issued in pursuance of clauses (A), (B) and (C) of this Article, particulars of every such Share certificate shall be entered in a Register of Renewed and Duplicate Certificates indicating against it, the names of the Persons to whom the certificate is issued, the number and the necessary changes indicated in the Register of Members by suitable cross references in the "remarks" column.

D. All blank forms and Share certificates shall be printed only on the authority of a resolution duly passed by the Board.

41. Subject to Section 46 of the Act and the rules made thereunder and subject to all other applicable provisions, guidelines on the subject and the listing agreement that the Company may enter into with one or more stock exchange or stock exchanges, where any Share / Debenture under the powers of the Company in that behalf herein contained is sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such Share / Debenture, the

Board may issue a new certificate for such Share / Debenture distinguishing it in such manner as it may think fit from the certificate not so delivered up.

NOMINATION FACILITY

42.

a) Every holder of Shares in, or holder of Debentures of the Company may, at any time, nominate, in the prescribed manner, a person to whom his Shares in, or Debentures of, the Company shall vest in the event of his death.

b) Where the Shares in or Debentures of, the Company are held by more than one person jointly, the joint-holders may together nominate, in the prescribed manner, a person to whom all the rights in the Shares or Debentures of the Company shall vest in the event of death of all the joint-holders.

c) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such Shares in, or Debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the Shares in, or Debentures of, the Company, the nominee shall, on the death of Shareholder or holder of Debentures of the Company or, as the case may be, on the death of the joint-holders become entitled to all the rights in the Shares or Debentures of the Company or as the case may be, all the joint-holders, in relation to such Shares in, or Debentures of the Company to the exclusion of all the other Persons, unless the nomination is varied or cancelled in the prescribed manner.

d) Where the nominee is a minor, it shall be lawful for the holder of the Shares or Debentures, to make the nomination and to appoint, in the prescribed manner, any person to become entitled to Shares in or Debentures of the Company, in the event of his death, during the minority.

e) Any person who become a nominee by virtue of the provisions of Section 72 of the Act, upon the production of such evidence as may be required by the Board and subject as hereinafter provided elect either

i. To be registered himself as holder of the Share or Debenture, as the case may be, or

ii. To make such Transfer of the Share or Debenture, as the deceased Shareholder or Debenture holder, as the case maybe, could have made.

f) If the person being a nominee, so becoming entitled, elects to be registered as holder of the Share or Debenture, himself as the case may be, he shall deliver or send to the Company notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder, as the case may be.

g) All the limitations, restrictions and provisions of this Act relating to the right to Transfer and registration of Transfers of Shares or Debentures shall be applicable to any such notice or Transfer as aforesaid as if the death of the Member had not occurred and the notice or Transfer were signed by that shareholder or debenture holder, as the case may be.

h) A person, being a nominee, becoming entitled to a Share or Debenture by reason of the death 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 Shares or Debenture, except that he shall not, before registering a Member in respect of his Share or Debenture, be entitled in respect of it to exercise any right conferred by membership in relation to the meetings of the Company.

i) 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 or Debenture, 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 or Debentures, until the requirements of the notice have been complied with.

j) A depositor may, in terms of Sections 73 and 76 of the Act, at any time, make

a nomination and the above provision shall, as far as may apply to the nomination made under the sub-section.

43. Copies of Memorandum and Articles to be sent to Members

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every Member at his request, within seven days of the request on payment of such sum as may be prescribed.

DEBENTURE

44. Term of Issue of Debenture

Any Debentures, debenture stock or other securities may be issued at a discount, premium or otherwise, and may be issued on condition that they shall be convertible into Shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of Share and attending (but not voting) at General Meeting, appointment of Directors and otherwise, Debentures with the right to conversion into Shares shall be issued only with the consent of the Company in General Meeting accorded by a special resolution.

45. Assignment of Debentures

Such Debentures, debenture-stock, bonds or other securities may be assignable free from any equities between the Company and the person to whom the same may be issued.

46. Debenture Directors

Any Trust Deed for securing Debentures or debenture stock may if so arranged provide for the appointment from time to time by the trustee thereof or by the holders of Debentures or debenture stock of some person to be a Director of the Company and may empower such trustee or holders of Debentures or debenture stock from time to time to remove any Directors so appointed. A Director appointed under this Article is herein referred to as a "Debenture Director" and the Debenture Director shall mean a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification Shares, shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

47. The provisions herein contained relating to Transfer and transmission shall also apply to Debentures in the same manner as they apply to Shares.

48. Register of Charges

The Directors shall cause a proper register to be kept, in accordance with the Act, of all charges registered under the Act and shall duly comply with the requirements of the Act in this regard to the registration of mortgages and charges therein specified.

49. Subsequent assigns of uncalled capital

Where any uncalled capital of the Company is charged, all Persons taking any subsequent charge thereon shall take the same, subject to such prior charges and shall not be entitled to obtain priority over such prior charge.

GENERAL MEETINGS

50. Annual General Meetings

The Company shall, in addition to any other meetings, hold a General Meeting which shall be called as the Annual General Meeting, at the intervals and in accordance with the provisions of the Act.

51. Extraordinary General Meetings

The Board may, whenever it thinks fit, convene an Extraordinary General Meeting at such date, time and at such place as it deems fit, subject to such directions if any, given by the Board.

52. Extraordinary Meetings on requisition

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of the Company in the circumstances and in the manner provided under Section 100 of the Act.

53. Notice for General Meetings

All General Meetings shall be convened by giving not less than clear twenty- one days' notice excluding the day on which the notice is served or deemed to be served (i.e. on expiry of 48 hours after the letter containing the same is posted) and the date of the meeting, specifying the place and hour of the meeting,, and in case of any special business proposed to be transacted, the nature of that business shall be given in the manner mentioned in Section 102 of the Act. Notice shall be given to all the shareholders and to such Persons as are under Act and / or these Articles entitled to receive such notice from the Company but any accidental omission to give notice to or non-receipt of the notice by any Member shall not invalidate the proceedings of any General Meeting.

54. Shorter Notice admissible

With the consent of 95 percent of the Members entitled to vote at the General Meeting, any General Meeting may be convened by giving a shorter notice of less than clear twenty one days.

55. Special and Ordinary Business

- a. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that is transacted at an Annual General Meeting, with the exception of the consideration of the financial statements and the reports of the Board of Directors and Auditors, declaration of Dividend, the appointment of Directors in place of those retiring by rotation and the appointment of and fixing up of the remuneration of the auditors.
- b. In case of special business as aforesaid, an explanatory statement as required under Section 102 of the Act shall be annexed to the notice of the meeting.

56. Quorum for General Meeting

Such number of Members as prescribed under Section 103 of the Act, entitled to be personally present depending upon the number of Members of the Company from time to time, shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

57. Adjournment for want of quorum

If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if called upon the requisition of Members, shall be dissolved and in any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine, and if at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum.

Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.

58. Chairman of General Meeting

The Chairman or vice chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.

59. Election of Chairman

If there is no such Chairman, or vice chairman if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman, the Directors present shall choose among themselves another Director as Chairman, and if no Director is present, or if all the Directors decline to take the chair, then the Members present shall choose from themselves to be the Chairman for that meeting.

60. Adjournment of Meeting

The Chairman may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as nearly as may be in the case of an original meeting. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

61. Voting at Meeting

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
- (c) e-voting

The registered shareholder may cast their votes physically or by e-voting. Votes casted by the shareholders through poll or e-voting shall be conclusive. If the shareholder has casted his votes through e-voting, then the shareholder can not vote again through any other mode. A poll (before or on the declaration of the result of the e-voting) can be demanded in accordance with the provisions of Section 109 of the Act by the shareholder, provided that he has not voted on all or certain specific resolution through e-voting method. Unless a poll is so demanded, a declaration by the Chairman that the resolution, through e-voting has been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

62. Decision by poll

If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the results of the e-voting and poll together shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded. The chairman can sue-moto request for poll.

63. Casting vote of Chairman

In case of equal votes, whether under e-voting only or a poll followed thereby, the Chairman of the meeting shall be entitled to a casting vote in addition to the vote or votes to which he may be entitled to as a Member.

64. Poll to be immediate

- a. A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time not later than forty eight hours from the

time of demand, as the Chairman of the meeting directs.

b. A demand for a poll shall not prevent the continuance of a Meeting of the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn.

65. Passing resolutions by Postal Ballot

- a. Notwithstanding any of the provisions of these Articles the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014 to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company.
- b. Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time to time.

VOTE OF MEMBERS

66. Voting rights of Members

- a. On a poll, every Member holding equity Shares therein shall have voting rights in proportion to his Shares.
- b. On a poll, a Member having more than one vote, or his Proxy or other Persons entitled to vote for him, need not use all his votes in the same way.
- c. A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act, and shall vote only once.

67. Voting by joint-holders

In the case of joint-holders, the vote of the first named joint-holder, who tenders a vote whether in person or by Proxy, shall be accepted to the exclusion of the votes of other joint-holders.

68. Voting by Member of unsound mind

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.

69. No right to vote unless calls are paid

No Member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has exercised any right of lien.

70. Proxy

On a poll, votes may be given either personally or by Proxy.

71. Instrument of Proxy

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

not be treated as valid.

72. An instrument appointing a Proxy shall be in the form as prescribed in the rules made under Section 105 of the Act.

73. Validity of Proxy

A vote given in accordance with the terms of an instrument of Proxy shall be valid, notwithstanding the previous death of or insanity of the principal, or the revocation of the Proxy or of the authority under which the Proxy was executed or the Shares in respect of 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.

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.

74. Corporate Members

Any Corporation which is a Member of the Company may, by resolution of its Board of Director or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the said person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could have exercised if it were an individual Member of the Company.

DIRECTORS

75. Until otherwise determined by a General Meeting, the number of Directors shall not be less than three and shall be not more than fifteen, including all kinds of Directors.

76. A Director shall be required to hold qualification shares of the aggregate nominal value of Rs. 5000 (Rupees Five Thousand). A Director may act before acquiring his qualification, but shall in any case acquire the same within six months after his appointment.

77. The Board of Directors shall have power at any time, and from time to time, to appoint one or more Persons as Additional Directors, provided that the number of Directors and Additional Directors together shall not exceed the maximum number fixed. An Additional Director so appointed shall hold office upto the date of the next Annual General Meeting of the Company and shall be eligible for re-election by the Company at that Meeting.

78. Subject to the provision of 161 and 152 of the Act, the Board shall have power at any time, and from time to time, to appoint any other qualified person to be a director to fill a casual vacancy. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if it had not been vacated by him.

79. In accordance with the provisions of the Act, the Board of Directors may appoint any individual, not being a person holding any alternate directorship for any other Director in the Company to be an alternate director for any director of the Company during his absence for a period of not less than three months from India; provided such appointee whilst he holds office as an alternate director shall be entitled to notice of all the meetings of the Board, and to attend and vote thereat and on all resolutions proposed by circulation.

Provided that 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.

80. Equal power to all the Directors

Except as otherwise provided in these Articles, all the Directors of the Company shall have in all matters equal rights and privileges and be subject to equal obligations and duties in respect of the affairs of the Company.

ROTATION AND RETIREMENT OF DIRECTOR

81. One-third of Directors to retire every year

At the Annual General Meeting of the Company, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the Independent Directors appointed under Section 149 of the Act shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

82. Retiring Directors eligible for re-election

A retiring Director shall be eligible for re-election and the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by electing a person thereto.

83. Retirement of Director

The Directors to retire in every year shall be those who have been longest in office since their last election, but as between Persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lots.

84. Retiring Director to remain in office till successors appointed

Subject to the provisions of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating Director(s) is not filled up and the meeting has not expressly resolved not to fill up the vacancy and not to appoint the retiring director, the meeting shall stand adjourned till the same day in the next week at the same time and place or if that day is a public holiday till the next succeeding day which is not a public holiday at the same time and place, and if at the adjourned meeting the place of the returning Director(s) is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the retiring Director(s) or such of them as have not had their places filled up, shall be deemed to have been reappointed at the adjourned Meeting

85. The Company may from time to time, in General Meeting increase or reduce the number of Directors subject to approval by the shareholders by special resolution in case of an increase over the limit prescribed by Section 149 of the Act.

86. Power to remove Director by ordinary resolution

Subject to the provisions of the Act, the Company may by an ordinary resolution in General Meeting remove any Director before the expiration of his period of office and may, by an ordinary resolution, appoint another person instead; the person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected as Director.

87. Right of persons other than retiring Directors to stand for Directorship

A person not being a retiring Director shall be eligible for appointment to the office of a Director at any General Meeting if he or some other member intending to propose him as a Director not less than 14 days before the meeting has left at the registered office of the Company, a notice in writing under his hand signifying his candidature as a Director or the intention of such Member to propose him as a candidate as a Director as the case may be, along with the prescribed deposit amount which shall be refunded to such person or as the case may be, to such Member if the person succeeds in getting elected as Directors or gets more than 25% of total valid votes cast either on show of hands or on poll on such resolution.

88. Directors not liable for retirement

Subject to the applicable provisions of the Act, the Company in General Meeting may, when appointing a person as a Director declare that his continued presence on the Board of Directors is of advantage to the Company, and that his office as Director shall not be liable to be determined by retirement by rotation for such period until the happening of any event of contingency set out in the said resolution.

89. The Board shall be entitled to appoint any one or more of them as Technical/ Financial/ Managing/ Special/ Executive/ Whole-Time Director/such other Designated Whole-Time Directors whose terms of appointment shall be as may be as decided by the Board, subject to the provisions of the Act.

90. Nominee Director

In case the Company enters into any agreement with the Central Government or State Government or Financial Institution or with any Institution for providing financial assistance by way of loan, subscription to Debentures, providing any guarantee or underwriting or subscription to Shares of the Company, subject to the provisions of Section 152 of the Act, such agreement may contain a clause that such Government or Financial Institution or Institutions shall have the right to appoint or nominate, by notice in writing addressed to the Company, one or more Directors on the Board of Directors of the Company, till the period of satisfaction of debt and upon such conditions as may be mentioned in the agreement and such Director/s shall be liable to retire by rotation however, would not be required to hold any qualification Shares.

POWERS AND DUTIES OF BOARD OF DIRECTORS

91. The business of the Company shall be managed by the Board, who may exercise all such powers of the Company as are not, by the Act or any statutory modifications thereof for the time being in force or by these Articles, require to be exercised by the Company in General Meeting subject nevertheless to any regulation of these Articles or to the provision of the said Act and so such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulations made by the Company in General Meetings, shall invalidate any prior act of the Board which would have been valid if the regulation had not been made.

92. Any branch or kind of business which by the Memorandum of Association of the Company or by these presents is expressly or by implication authorised to be undertaken by the Company may be undertaken by the Board at such time or times as they shall think fit, and further may be kept by them in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

93. Subject to Section 179 of the Act, the Board may delegate all or any of its powers with respect to clause (d), (e) and (f) of Section 179(3) of the Act, to any Directors jointly or severally, or to any one Director or a Committee of Directors, or to any other principal officer of the Company.

94. The Board may appoint at any time and from time to time by a power of attorney under the Company's Common Seal, any person to be the attorney of the Company for such purposes and with such authorities and discretions not exceeding those vested in or exercisable by the Board in these Articles, and for such period and subject to such conditions as the Board may from time to time think fit and any such Power of Attorney may contain such provisions for the protection and convenience of Persons dealing with such Attorney as the Board may think fit.

PROCEEDINGS OF BOARD OF DIRECTORS

95. Meetings of the Board

a. The Board of Directors shall hold at least four meetings every year in such a manner that not more than 120 days shall intervene between two consecutive meetings of the Board.

b. The Managing Director may, at any time summon a meeting of the Board, and the Managing Director or a Secretary or a person authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice in writing of every meeting of the Board shall be given to every Director for the time being in India, and at his usual address in India to every other Director.

96. Quorum

The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors, whichever is higher, and participation of the Directors by video conferencing or audio visual shall also be counted for the purpose of quorum. provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.

97. Decisions of the Board

a. Save as otherwise expressly provided in the Act, a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.

b. In case of an equality of votes, the Chairman shall have casting vote in addition to his vote as a Director.

98. Right of continuing Directors when there is no quorum

The continuing Directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or of summoning a General Meeting of the Company but for no other purpose.

99. Election of Chairman of Board

a. The Board may elect a Chairman and Vice Chairman of its meeting and he will preside over General Body Meeting.

b. If no such Chairman/Vice Chairman is elected, or at any meeting the Chairman/Vice chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one among themselves to be the Chairman of the Meeting.

100. Delegation of Powers

a. The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such members of its body as it thinks fit.

b. Any Committee so formed shall, in the exercise of the power so delegated, conform to any regulations that may be imposed on it by the Board.

101. Election of Chairman of Committee

a. The Committee may elect a Chairman of its meeting. If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one among themselves to be the Chairman of the Meeting.

b. The quorum of a Committee may be fixed by the Board of Directors.

102. Decisions at the Committee meetings
- a. A Committee may meet and adjourn as it thinks proper.
 - b. Questions arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes as the members present as the case may be and in case of an equality of vote the Chairman shall have a casting vote, in addition to his vote as a member of the Committee.
103. Validity of acts done by Board or a Committee
- All acts done by any meeting of the Board, of a Committee thereof, or by any person acting as a Director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors, or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if even such Director or such person has been duly appointed and was qualified to be a Director.
104. The members of the Board or any Committee of the Board may participate in any Board Meeting or Committee Meeting, by means of audio-visual or video-conference facilities or any other modern communication equipment, by means of which all Persons participating in the meeting can hear each other at the same time and participation by such means, subject to the provisions of the Act, shall constitute presence in person at such meeting and hence shall also count for the purpose of quorum.
105. Resolution by Circulation
- Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee then in India, not being less in number than the quorum fixed of the meeting of the Board or the Committee, as the case may be and to all other Directors or members at their usual address in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote at the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

MANAGING / WHOLE TIME DIRECTOR

106. Subject to the provisions of Sections 2(54), 2(94) and other applicable Sections, if any, of the Act, or as per Schedule V of the Act the Company by ordinary resolution or special resolution and / or the Board may from time to time appoint one or more of the Directors to be Managing Directors, Executive Directors or Whole-time Directors of the Company for a term not exceeding five years at a time and may from time to time and subject to provisions of any contract between him or them and the Company, remove or dismiss him or them from office and appoint another or others in his or their place or places.
107. Subject to Section 152 of the Act, Managing Directors, Executive Director or Whole-time Director shall not be liable to retirement by rotation as long as he holds office of Managing Director, Executive Director or Whole time director of the Company.
108. If Managing Director, Executive Director or Whole-time Director ceases to hold office of Director, he shall, ipso fact and immediately, cease to be a Managing Director, Executive Director or Whole-time Director, as the case may be.
109. The Managing Directors, Executive Director, / whole-time director shall have subject to the supervision, control and discretion of the Board, the management of the business of the Company and of all its affairs. Subject to the provisions of the Act and in particular to the prohibitions and restrictions in Section 179 of the Act, the Board may, from time to time, entrust to and confer upon a Managing Director, Executive Director or Whole-time Director for the time being such of the powers exercisable under these presents by the Board as it may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions (if any) as it thinks expedient, and if may confer

such powers, either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board, in that behalf and may from time to time delegate, revoke, withdraw, alter or vary all or any of such powers.

REMUNERATION TO DIRECTORS

110. Subject to the provisions of Section 2(78), 2(94), 197 and Schedule V of the Act, the Board of Directors may, on the recommendations of the Compensation and Remuneration Committee or by such other name as may be called, constituted by the Board, determine the remuneration payable to the Managing Director, the Executive Directors or the Whole Time Directors as the case may be, in any manner they may deem fit. The remuneration may be in the form of a monthly salary or a commission based on profits or partly in one way and partly in another as the Board may deem fit.
111. The Directors may, in addition to the remuneration referred to in the preceding clause, provide the Managing Director, the Executive Directors or Whole Time Director as the case may be, such allowances, amenities, benefits and facilities as they may deem fit from time to time with such sanction as may be necessary.
112. The Managing Director, the Executive Directors or Whole Time Director as the case may be, shall be entitled to be reimbursed all his or their out-of-pocket expenses incurred by him or them in connection with the business of the Company.
113. Subject to the provisions of Section 197 of the Act, the Directors of the Company may be paid remuneration by way of commission at such percentage as they deem fit of the net profits of the Company computed in the manner referred to in Section 198 of the Act, to be shared and distributed amongst the Directors inter-se in such proportions or proportions as they deem fit.
114. The Directors for the time being of the Company may be paid a sitting fee as may be decided by the Board from time to time subject to the ceiling provided by the Act, for every meeting of the Board or of a Committee of the Board attended by them in addition to all traveling expenses by rail, road or air as the case may be and such other allowances as the Board may decide from time to time in respect of halting and other expenses incurred by them in attending and returning from such meeting of the Board or of any Committee of the Board and also for other visits made by Director for the Company's business subject to the provisions of the Act.
115. If any Director is appointed to advise the Board as an expert or be called upon to perform extra services to make special exertion for any of the purposes of the Company, the Board may subject to and in accordance with the provisions of the Act and in particular Sections 197 of the Act, pay to such Director/s such special remuneration as they may think fit which remuneration may be in the form of salary and / or commission and / or percentage of profits and may either be in addition to or in substitution of the remuneration specified in the last preceding Article.
116. The fee payable to Non-Executive Director for attending a meeting of the Board or Committee there of shall be within the limits approved by the Central Government from time to time.

CHIEF EXECUTIVE OFFICER, MANAGER, SECRETARY AND CHIEF FINANCIAL OFFICER

117. A Chief Executive Officer, Manager and/or Secretary and/or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, Manager, or Secretary and Chief Financial Officer, so appointed may be removed by means of resolution of the Board.
118. A Director may be appointed as Chief Executive Officer, Manager, or Secretary or Chief Financial Officer.

Directors' & Others' right to indemnity

119. Subject to the provisions of Section 201 of the Act every Director, Manager, Auditor, Secretary and other officer or servant of the Company shall be indemnified by the

Company against any liability incurred by him, and it shall be the duty of the Directors to pay out of the funds of the Company all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant, or in any way in the discharge of his duties; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the members over all other claims.

120. Subject as aforesaid, every Director, Managing Director, Manager, Secretary or other Officer and employee of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is given to him by the Court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company.

RECORDS IN ELECTRONIC FORM

121. The Company shall be entitled to create, keep, maintain and produce any document, paper, record, book and register in electronic form through computer or otherwise in accordance with the provisions of the Act or the Information Technology Act, 2000 or any other law for the time being in force.

THE COMMON SEAL

122. The Board shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Common Seal in lieu thereof. The Common Seal shall be kept at the Registered Office of the Company and committed to the custody of the Managing Director or Executive Director or the Secretary, if there is one.
123. The Board shall provide for the safe custody of the Common Seal.
124. The Common Seal shall not be affixed on any instrument except by the authority of resolution of the Board or of a Committee of the Board authorised in that behalf.
125. The Common Seal shall be affixed in presence of any two Director, and the Company Secretary or such other person(s) as the Board may authorise in this behalf, from time to time.
126. The Company can have an official Common Seal abroad.

CAPITALISATION OF PROFITS

127. Any General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits (including profits or surplus moneys arising from realization of any capital assets of the Company), standing to the credit of the Reserve Fund or any other fund of the Company or in the hands of the Company and available for dividend or representing the premiums received on the issue of shares and standing to the credit of the share premium account be capitalized
- a. By the distribution among the holders of the shares of the Company or any of them on the footing that they become entitled thereto as capital in accordance with the respective rights and interests and in proportion to the amounts paid or credited as paid thereon on paid up shares, debentures, or debenture – stock, bonds, or other obligations of the Company, Or,
 - b. By crediting shares of the Company which may have been issued and are not fully paid up, in proportion to the amounts paid or credited as paid thereon respectively, with the whole or any part of the sums remaining unpaid thereon. And the Directors shall give effect to such resolution and apply such portion of the profits or reserve fund or any other funds as may be required for the purpose of making payment in full or part for the shares, debentures or debenture stock bonds or other obligations of the Company so distributed or as the case may be for the purpose of paying in whole or in part, the amount remaining un-paid on the shares, which may have been issued and are not fully paid up, provided that no such distribution or payment shall be made unless recommended by the Directors

and if so recommended, such distribution any payment shall be accepted by such share holders in full satisfaction of their interest in the said capitalized sum. For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and generally may make such arrangement for the acceptance, allotment and sale of such shares, debentures, debenture stock, bonds or other obligations and fractional certificates or otherwise as they may think fit and may make cash payments to any holders of shares on the footing of the value so fixed in order to adjust rights as may vest any shares, debentures, debenture stock, bonds or other obligations in trustees upon such trusts for adjusting such rights as may seem expedient to the Directors. In cases where some of the shares of the Company are fully paid and others are partly paid only, such capitalization may be effected by the distribution of further shares in respect of the fully paid shares and by crediting the partly paid shares with the whole or part of the unpaid liability thereon so that as between the holders of the fully paid shares and the partly paid shares the sums so applied in the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied pro-rata in proportion to the amounts then already paid or credited as paid on the existing fully paid and partly paid shares respectively. When deemed requisite a proper contract shall be filed in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the holders of the shares of the Company which have been issued prior to such capitalization and such appointment shall be effective.

128. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Article 176, either in or towards -
- a. paying up any amounts for the time being unpaid on any Shares held by such Members respectively;
 - b. paying up in full, unissued Shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or
 - c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).
129. Free reserves, Securities Premium Account and a Capital Redemption Reserve Account may, for the purposes of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares.
130. Whenever such a resolution as aforesaid is passed, the Board shall -
- i.** make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, if any; and
 - ii.** generally do all acts and things required to give effect thereto
131. The Board shall have power -
- a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares becoming distributable in fractions; and
 - b. to authorise any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further Shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing Shares;
132. Any agreement made under such authority shall be effective and binding on all such Members.

DIVIDEND

133. Dividend

Subject to the provisions of the Act, the Dividend should be paid out of profits at the rate declared at the General Meeting but not exceeding as recommended by the Board, in proportion to the Capital paid up on Shares after providing for depreciation.

134. Reserve

Before recommending any Dividend, the Board may set aside certain amount of profits as Reserves, which shall be applied in the manner as may be from time to time decided by the Board. The Board may carry forward the profits without declaring Dividend.

135. Deduction of arrears

The Board may deduct from any Dividend payable to any Members, all sums of money, if any, presently payable by him to the Company on account of the calls or otherwise in relation to the Shares of the Company.

136. Adjustment of Dividends against calls

Any general meeting declaring a Dividend may make a call on the Members as such amount as the meeting fixed, but so that the call on each Member shall not exceed the Dividend payable to him and so that the call be made payable at the same time as the Dividend and the Dividend may, if so arranged between the Company and the Members be set off against the call.

137. Notice of Dividends

Notice of any Dividend that may have been declared shall be given to the Persons entitled to Share thereto in the manner mentioned in the Act.

138. Dividends not to bear interest

No Dividends shall bear interest against the Company.

139. Transfer of Shares not to pass right to Dividends

Subject to the provisions of Section 126 of the Act, any Transfer of Shares shall not pass the right to any Dividend declared thereon before the registration of the Transfer.

140. Mode of payment of Dividend

Dividend shall be paid by cheque or warrant or through electronic payment mechanism to the Members whose name appears on the Register of Members on a particular day, as may be decided by the Board.

141. Unpaid or Unclaimed Dividend

- (a. Where the Company has declared a Dividend but which has not been paid or claimed or the Dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any Shareholder entitled to the payment of the Dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank called "Unpaid Dividend of The Ugar Sugar Works Limited" and Transfer to the said account the total amount of Dividend which remains unpaid or in relation to which no Dividend warrant has been posted.
- (b. Any money Transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such

Transfer, shall be Transferred by the Company to Investors Education and Protection Fund.

- (c. No unclaimed or unpaid Dividend shall be forfeited by the Board and the Directors shall comply with provisions of Section 124 of the Act, as regards unclaimed Dividends.

ACCOUNTS

- 142. The books of accounts shall be kept at the Registered Office of the Company or subject to the provisions of Section 128 of the Act at such other place or places as the Directors think fit, and shall be open to inspection by the Directors during business hours.
- 143. The accounts of the Company shall be audited by the auditors appointed as per the provisions of the Act. Subject to the provisions of the Act, the accounts when audited and approved at the Annual General Meeting shall be conclusive.
- 144. The Directors shall, subject to the provisions of Section 128 of the Act, from time to time determine whether and to what extent and at what times and places, and under what conditions or regulations the accounts and books of the Company of any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Directors or by the Company in General Meeting.
- 145. As per the provisions of the Act, Board shall arrange to prepare and place before the Company in the Annual General Meeting, audited Balance Sheet and profit and loss account, copy of which should be sent to all Members entitled thereto.

INSPECTION

- 146. Where under any provisions of the Act or any agreement with the Company, any person, whether a Member of the Company or not is entitled to inspect any register, return, certificate, deed, instrument or document required to be kept or maintained by the Company, the person so entitled to inspection shall be permitted to inspect the same during the hours of 2 p.m. to 4 p.m. on any working day unless otherwise determined by the Company in General Meeting.

SERVICE OF DOCUMENTS AND NOTICE

- 147. Manner of serving notice or document on the Company

A document may be served on the Company or an officer, by sending it to the Company or officer at Registered Office of the Company by post under a certificate of posting or by Registered Post or by courier service, or by leaving it at the Registered Office or by means of such electronic or other mode, as may be prescribed, subject to where the securities are held with the Depository, the records of the Beneficial ownership may be served by such Depository on the Company by means of electronic or other mode.

- 148. Manner of serving notice on Members

- a. A document (which expression for this purpose shall be deemed to have included and include any summons, notice requisition, process order, judgment or any other document in relation to or in winding up of the Company) may be served or sent to any Member either personally or by sending it by post or by registered post or speed post or by courier or by delivering at his office to his registered address or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the service of notice to him or by such electronic or other mode as may be prescribed. Where securities are held in a depository, the record of the beneficial ownership may be served by such depository on the Company by means of hard copies or through electronic mode or by delivery of floppies or discs. The Company shall use the records provided by the

Depository for service notice on Members either personally or by sending it by post or by registered post or speed post or by courier or by delivering at his office to his registered address or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the service of notice to him or by such electronic or other mode as may be prescribed or as mentioned in section 20 and / or other section read with relevant rules as case may be or any statutory modification / amendments to those provisions.

b. All notices shall, with respect to Shares held by Persons jointly, be given to such Person who is named as first holder in the Register of Members and the notice so given shall be sufficient notice to all the holders of such Share.

c. Where a document is sent by post

(i) Service thereof shall be deemed to be effected by properly addressing, paying and posting a letter containing the notice provided that where a Member has intimated to the Company in advance that documents should be sent to him by registered post without acknowledgement due and has deposited with the Company a sum sufficient to defray expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the Member, and

(ii) Unless the contrary is provided, such service shall be deemed to have been effected

a. In the case of a notice of a meeting, at the expiration of forty-eight hours after the letter containing the notice is posted; and

b. In any other case, at the time at which the letter would be delivered in ordinary course of post.

149. Members to notify address in India

Each registered holder of Shares from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place or residence.

150. Service on Members having no registered address

If a Member has no registered address in India, and has not supplied to the Company an address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of Registered Office of the Company shall be deemed to be duly served to him on the day of which the advertisement appears.

151. Service on Persons acquiring Shares on death or insolvency of Members

A document may be served by the Company on the Persons entitled to a Share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them, by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the Persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.

152. Persons entitled to notice of General Meetings

Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given

(i) to the Members of the Company as provided by these presents;

(ii) to the Persons entitled to a Share in consequence of the death or insolvency of a Member; and

(iii) to the Auditors for the time being of the Company; in the manner

authorised by as in the case of any Member or Members of the Company.

153. Notice by advertisement

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the Members, or any of them and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Registered Office is situated.

154. Members bound by document given to previous holders

Every person, who by the operation of law, Transfer or other means whatsoever, shall become entitled to any Shares shall be bound by every document in respect of such Share which, previously to his name and address being entered in the register, shall have been duly served on or sent to the person from whom he derived his title to such Share.

155. Any notice to be given by the Company shall be signed by the Managing Director or by such Director or Officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

AUTHENTICATION OF DOCUMENTS

156. Authentication of documents and proceedings

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, the Managing Director, the Whole Time / Executive Director, the Manager, the Chief Financial Officer, the Secretary or an authorised officer of the Company and need not be under its Common Seal.

WINDING UP

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

a. If the Company is 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, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

b. 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.

c. 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 OF RESPONSIBILITY

158. Subject to the provisions of the Act, the Directors, key managerial person, auditors or every other officer for the time being of the Company and any trustee for the time being acting in relation any of the affairs of the Company and their heirs, executors and administrators respectively shall be indemnified out of the assets of the Company from and against all suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective office of trust, except such (if any) as they shall incur or sustain by or through their own willful neglects or defaults respectively and no such officer or trustee shall be answerable for the Acts, repairs, neglects or defaults of any other officer or trustee or for joining in any receipt for the sake of conformity or for the solvency or honesty of any bankers or other

Persons with whom any monies of effects belonging to the Company may be lodged or deposited for safe custody or for any insufficiency, deficiency of any security upon which any monies of the Company shall be invested for any other loss or damage due to any such causes as aforesaid or which may happen in or about the execution of his office or trust unless the same shall happen through the willful neglect or default of such officer or trustee.

SECRECY

159. Secrecy

Every Director (Executive / Non-Executive), Chief Financial Officer, Secretary, auditor or any other officer or employee of the Company shall if so required by the Directors, before entering upon duties, sign a declaration pledging to observe a strict secrecy respecting all the affairs of a Company.

160. Secrecy Restriction

a. Subject as conferred by law no Member not being a Director shall be entitled to visit or inspect any accounts, books, documents or works of the Company without the permission of the Director or require discovery of any of Company's trade secrets process or any other matter which would in the opinion of the Directors be expedient in the interest of the Company not to disclose.

b. Subject as conferred by law no Member not being a Director shall be entitled to visit or inspect any accounts, books, documents or works of the Company without the permission of the Director or require discovery of any of Company's trade secrets process or any other matter which would in the opinion of the Directors be expedient in the interest of the Company not to disclose.