

**ARTICLES OF ASSOCIATION
OF
GAIL (INDIA) LIMITED**

INTERPRETATION

These Regulations are for the management of the Company and for the observance by the members thereto and their representatives, subject to any exercise of the statutory powers of the Company in reference to the repeals, alteration of or addition to its Articles of Association by Special Resolution, as prescribed or permitted by The Companies Act, 2013 (the Act), be such as are contained in these Articles.

In the interpretation of these Articles as originally framed or altered from time to time and include the Memorandum of Association where the context so requires, the following expressions shall have the following meanings unless repugnant to the subject or context thereof.

As GAIL (India) Limited, a Company Limited by shares, these Articles are as per the regulations in Table 'F' in the First Schedule to the Act. As GAIL (India) Limited is a Government Company, the specific provisions have been made under these Articles which have not been prescribed in Table F.

The intention of these Articles is to be in consonance with the contemporary legal provisions prevailing in the Act. If there is an amendment in the Act, rules and regulations, allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles.

1. DEFINITIONS

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| a | Act or The Act or The Said Act | means "The Companies Act, 2013" and rules framed thereunder as amended from time to time and any statutory modification or re-enactment thereof, for the time being in force. |
| b | Applicable Law | Means any statute notification, bye law, rules and regulations, directive, ordinance, order or instruction, having the force of law enacted or issued by any Governmental Authority or courts |

of competent jurisdiction, whether in effect as on the date of these Articles or thereafter.

c	Auditors	includes persons appointed as Statutory Auditor, Cost Auditor, Internal Auditor, Tax Auditor, Secretarial Auditor etc. under the provisions of the Act.
d	Board or Board of Directors	means the collective body of the directors of the company as prescribed under Section 2(10) of the Act.
e	Business Day or Working day (as applicable)	Monday to Friday (both days inclusive) excluding any gazetted public holidays in Delhi and holidays in GAIL.
f	Central Government	means the Central Government, i.e., the Government of the Republic of India.
g	Chairman	means the Chairman of the Board of Directors of the Company for the time being.
h	Chief Executive Officer	Means officer of the Company who has been designated/ appointed as such by the Board as prescribed under Section 2(18) of the Act..
i	Chief Financial Officer	Means officer of the Company who has been designated/ appointed as such by the Board as prescribed under Section 2(19) of the Act..
j	Common Seal	means the Common Seal for the time being of the Company.
k	Company	means GAIL (India) Limited, a public Company limited by shares incorporated under the erstwhile Companies Act, 1956.
l	Company Secretary Or Secretary	As prescribed under Section 2(24) of the Act means a Company Secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by a company to perform the functions of a Company Secretary under this Act.
m	Authorised Capital	As prescribed under Section 2(8) of the Act means such capital as is authorised by the memorandum of a company to be the maximum amount of share capital of the company
n	Directors	means the Directors appointed to the Board of a Company as

		prescribed under Section 2(34) of the Act.
o	Dividend	includes any interim dividend as prescribed under Section 2(35) of the Act and also includes special Dividend.
p	Financial year	means the period starting on 1 st April and ending on the 31st day of March in the following year.
q	Government Company	As prescribed under Section 2(45) of the Act means— any company in which not less than fifty-one per cent. of the paid-up share capital is held by the Central Government, or by any State Government or Governments, or partly by the Central Government and partly by one or more State Governments, and includes a company which is a subsidiary company of such a Government company
r	Key Managerial Personnel	As prescribed under Section 2(51) of the Act means— (i) the Chief Executive Officer or the Managing Director or the Manager; (ii) the Company Secretary; (iii) the whole-time Director; (iv) the Chief Financial Officer; and (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as Key Managerial Personnel by the Board; and (vi) such other officer as may be prescribed;
s	Kinds of Share Capital	means the share capital of a company as prescribed under Section 43 of the Act- (a) equity share capital— (i) with voting rights; or (ii) with differential rights as to dividend, voting or otherwise (b) preference share capital:
t	Member	As prescribed under Section 2(55) of the Act means (i) the subscriber to memorandum of the Company who shall be

deemed to have agreed to become member of the company, and on its registration, shall be entered as a member in its register of members;

(ii) every other person who agrees in writing to become a member of the Company and whose name is entered in the register of members of the Company;

(iii) every person holding shares of the Company and whose name is entered as a beneficial owner in the record of a depository.

u	Memorandum	As prescribed under Section 2(56) of the Act means the Memorandum of Association of the Company, as amended from time to time, in accordance with the provisions of the Act.
v	Paid-up Share Capital or share capital paid-up	means "paid-up share capital" or "share capital paid-up" as defined under Section 2(64)of the Act
w	Persons	Includes corporations and firms, as well as individuals.
x	President	means the President of India.
y	Registered Office	means the Registered Office for the time being of the Company as prescribed under Section 12 of the Act.
z	Register(s)	means Register of Members, Index of Members, Register of Debenture holders and an Index of Debenture-holders or any other security (ies) as may be issued by the Company from time to time as prescribed under Section 88 of the Act and such other statutory registers required to be maintained on paper or in any electronic mode in accordance with the Act.
aa	Securities	means Securities as defined in Clause (h) of Section 2 of the Securities Contract (Regulation) Act, 1956 as prescribed under Section 2(81) of the Act.
ab	Sweat equity share	means "Sweat equity share" as defined in Section 2(88) of the Act.
ac	Ordinary Resolution"	They have the meanings assigned there to respectively by

and "Special Section 114 of the Companies Act, 2013
Resolution"

Notes:

- *Words importing the plural number also include singular number and vice versa.*
- *Words importing the masculine gender also include the feminine gender and vice versa*
- *Words importing persons shall, where the context requires, include bodies corporate and companies as well as individuals*
- *Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles*

2. GENERAL POWER

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

3. AUTHORISED SHARE CAPITAL

The authorised share capital of the Company is as stated in Clause (V) of the Memorandum of Association with the rights, privileges and conditions attached thereto as are provided by these Articles of Association.

4. CONTROL OF SHARES

Subject to the provisions of the Act, and applicable laws and these Articles, securities shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of the same to such persons, in such proportions and on such terms and conditions, either at premium or at par, as the Board may consider fit.

Provided that, option or right to call for or be allotted shares shall not be given to any person except with the sanction of the company in general meeting.

5. FURTHER ISSUE OF SHARE CAPITAL

(a) The Company may increase its subscribed capital by allotment of further shares subject to the provisions of Section 62 of the Act and other applicable laws.

(b) Subject to the provisions of sub-clause (a) above, but without derogating from the powers for that purpose conferred on the Directors under these Articles, the Company in General Meeting may determine that any shares, (whether forming part of the original capital or any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not) in such proportions and on such terms and conditions and either at a premium or at par or subject to compliance with provisions of the Act, at a discount (as and when permissible under the applicable laws); as such General Meeting shall determine and with full power to give to any such persons (whether a member or holder of debentures of the Company or not) the option to call for or be allotted shares of any class of the Company either at a premium or at par or (subject to compliance with the provisions of the Act) at a discount (as and when permissible under the applicable laws), such option being exercisable at such times and for such consideration as may be decided in General Meeting of the Company. The General Meeting may decide any other provisions whatsoever for the issue, allotment or disposal of any shares.

6. ALLOTMENT OF SHARES FOR CONSIDERATION IN KIND

Subject to the provisions of the Act, other applicable laws and these Articles, the Board of Directors may allot and issue shares in the capital of the Company as payment in full or in part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company or the conduct of its business and any shares which may be so allotted, may be issued as fully paid up or partly paid up shares otherwise than in cash, and if so issued, shall be deemed to be fully paid up or partly paid up shares as aforesaid.

7. CALLS TO BE DEBT PAYABLE IMMEDIATELY

The money (if any) which the Directors shall on the allotment of any shares being made by them, require or direct to be paid by way of call or otherwise, in respect of any shares allotted by them, shall, immediately on the insertion of the names of the 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.

8. INSTALLMENTS ON SHARES TO BE DULY PAID

If by the conditions of allotment of any share, the whole or part of the amount or issue price thereof is payable by installment, every such installment shall when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments within the prescribed time.

9. CALLS ON UNIFORM BASIS

As per the provision of Section 49 & other applicable provision of the Act, where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article, shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

10. BENEFICIAL OWNERSHIP

Except as ordered by a court, required by applicable law and unless appropriate disclosures in relation to beneficial ownership are made under applicable law, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, partial, contingent, future or partial interest in any Share, or any interest in any fractional part of a Share, or (except only as by these Articles or by law otherwise provided) any other rights in respect of any Share except an absolute right to the entirety thereof in the registered holder.

11. COMPANY'S FUNDS NOT TO BE APPLIED IN PURCHASE OF OR LENT ON SHARES OF THE COMPANY

No part of the funds of the Company shall be employed in the purchase of or lent for the purchase of the shares of the Company except in accordance with the provisions of Section 67 of the Act.

12. EMPLOYEE STOCK OPTIONS & ISSUE OF SWEAT EQUITY SHARES

- a) Subject to the provisions of Section 62 of The Act and the applicable law, the company may issue the options to any class or classes of directors, officers or employees of the company, its subsidiaries which would give such directors, officers or employees the benefit or right to purchase or subscribe at a future date, the securities offered by the company at a predetermined price, in terms of schemes of employees

stock options or employees share purchase or both. Provided that it will be lawful for such scheme to require a director, officer or employee upon leaving the company to transfer securities acquired in pursuance of such options to a trust or other body established for the benefit of the employee.

- b) Subject to and in compliance with Section 53 & 54 and other applicable law, the company may issue shares to its employees or directors at a discount or for a consideration other than cash for providing knowhow or making available rights in the nature of intellectual property rights or value additions, by whatever name called.

13. INSPECTION OF REGISTER OF MEMBERS DEBENTURE HOLDERS ETC.

Subject to the provision of Sec 94 & other applicable provisions of the Act,

- a) Any person other than a member or debenture holder or other security holders of the Company shall be allowed to make inspection of any registers including index thereof and annual return, on payment of Rs. 50/- or such higher amount as permitted by applicable law.
- b) Any member or debenture holder or other security holder of the Company or any other person may be allowed to make copies of any such registers or entries therein and annual return on payment of Rs. 10/- for each page or such higher amount as permitted under applicable law from time to time.
- c) the inspection of Registers shall be available and copies thereof can be obtained daily on business days between 10am to 12 Noon

14. COMMISSION FOR PLACING SHARES, DEBENTURE AND OTHER SECURITIES

Subject to the provisions of section 40 (6) the Act and other applicable laws and the terms of issue of the shares or debentures or any other security, the Company may, at any time, pay commission and/or brokerage to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock or any other security of the Company or procuring or agreeing to procure subscription (whether absolute or conditional) for any shares, debentures or debenture stock or any other security of the Company; and the amount or rate of commission and/ or brokerage shall not exceed the rates prescribed by the Act. The commission and/or brokerage may be paid or satisfied in cash or shares, debentures or debenture stock or any other security(ies) of the Company.

15. SHARE CERTIFICATE

Subject to the provisions of sec 46 of the act and other applicable provisions ,

- (a) Every Member shall be entitled, without payment, to receive one or more certificates for all shares of each class or denomination specifying the name of the person in whose favour it is issued, the shares to which it relates and the amount paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board or a Committee of Board.
- (b) Every such certificate shall be issued under the Seal of the Company and shall be signed as per the requirement of the Companies (Share Capital & Debentures) Rules, 2014 or any statutory modification or enactment thereof.
- (c) Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued indicating the date of issue. The certificate of such shares shall be delivered within 2 months after the allotment or within 30 days after the receipt of application for the registration of the transfer of such shares or such shorter period as may be provided under the applicable law as the case may be.
- (d) Any two or more joint allottees of a share shall, for the purpose of this Article, be treated as a single Member, and the certificate of any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge.
- (e) Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as, engraving in metal or lithography or digitally signed, but not by means of a rubber stamp, provided that the Directors shall be responsible for permitting the affixation of his signature and for the safe custody of such machine, equipment or other material used for the purpose.

16. NUMBERING OF SHARES

Subject to the provisions of sec 45 of the act and other applicable provisions ,

The shares in the capital shall be numbered progressively according to their several denominations and except in the manner mentioned in these Articles, no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.

17.OPTION TO RECEIVE SHARE CERTIFICATE OR HOLD SHARES WITH DEPOSITORY

A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.

18.ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

Subject to the provisions of sec 46 of the act and other applicable provisions

- a) A certificate may be renewed or a duplicate of a certificate may be issued if such certificate
 - (i) is proved to have been lost or destroyed or
 - (ii) having been defaced or mutilated or torn, is surrendered to the Company or
 - (iii) has no further space on the back thereof for endorsement of transfer.

- b) The manner of issue or renewal of a certificate or issue of a duplicate thereof, the form of a certificate (original or renewed) or of a duplicate thereof, the particulars to be entered in the Register of Members or in the Register of renewed or duplicate certificates, the form of such Registers, the fee on payment of which, the terms and conditions on which a certificate may be renewed or a duplicate thereof may be issued, shall be as per applicable provisions of the Act

19.DIRECTORS MAY MAKE CALLS

The Board may, from time to time, make calls 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 or otherwise as permitted by applicable laws as it thinks fit upon the Members in respect of any moneys unpaid on the shares held by them. Each Member shall pay the amount of call so made on him, to the person or persons and at the times and places appointed by the Board. A call may be made payable by installments. A call may be revoked or postponed at the discretion of the Board.

20. NOTICE OF CALLS

At least fourteen days' notice of any call shall be given by the Company specifying the time or times,

and the place and manner of payment, of such call money and the person or persons to whom such call shall be paid.

21. CALLS DEEMED FROM DATE OF RESOLUTION

A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board.

22. LIABILITY OF JOINT-HOLDERS

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

23. DIRECTORS MAY EXTEND TIME

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

24. CALLS TO CARRY INTEREST

If any 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 such 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.

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

25. SUMS DEEMED TO BE CALLS AND EFFECT OF NON-PAYMENT OF SUMS

Any sum, which by the terms of issue of a share become payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium, shall for the purpose 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 became 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.

26. PAYMENT IN ANTICIPATION OF CALLS MAY CARRY INTEREST

- a) The Board may, if it thinks fit, agree to and receive from any member willing to advance the same, all or any part of the amounts of his shares beyond the sums actually called up and upon

the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Board may pay or allow interest, at such rate (not exceeding, unless the Company otherwise directs in General Meeting, six percent per annum) as the Member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the member three months' notice in writing.

- b) No Member paying such sum in advance shall be entitled to profits or dividend or to voting rights in respect of the moneys so paid by him until the same would but for such payment had become presently payable.

27.MEMBERS NOT ENTITLED TO PRIVILEGES OF MEMBERSHIP UNTIL ALL CALLS ARE PAID

Subject to the provisions of the Act, no Member shall be entitled to receive any dividend or to participate in the profits of the Company or to exercise any privilege as a Member until he shall have paid all calls for time being due and payable on every share held by him, whether alone or jointly with any person, altogether with interest and expenses, if any.

28 COMPANY TO HAVE LIEN

The Company shall have a first and paramount lien upon all the shares, debentures (other than fully paid-up) registered in the name of a member/ debenture-holder (whether held solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/ debentures. Such lien shall extend to all dividends/interests and bonuses from time to time declared in respect of such shares/ debentures.

The Board of Directors may at any time declare any shares/ debentures wholly or in part to be exempt from the provisions of this clause.

29. AS TO ENFORCING LIEN BY SALE

For the purpose of enforcing such lien, the Board may sell the shares/ debentures on which the Company has lien in such manner as they shall think fit; and for that purpose may cause to be issued a

duplicate certificate in respect of such shares/debentures.

Provided that no sale shall be made:

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

30. APPLICATION OF PROCEEDS OF SALE

The 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 like lien for sums not presently payable as existed upon the Shares/ debentures before the sale) be paid to the person entitled to the shares/ debentures at the date of the sale. The purchaser shall be registered as the holder of the shares and he shall not be found to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in the reference to the sale.

31. MANNER AND VALIDITY OF SALE OF SHARES SUBJECT TO LIEN

- a) To give effect to any such sale, the Board may authorise some person to transfer the Shares sold to the purchaser thereof.
- b) The purchaser shall be registered as the holder of the Shares comprised in any such transfer.
- c) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

The receipt of the Company for the consideration (if any) given for the Share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the Share and the purchaser shall be registered as the holder of the Share.

32. NOTICE FOR NON-PAYMENT OF CALL

- a) If any Member or Debenture-holder fails to pay any call or installment of a call on or before the day appointed for the payment of the same or any such extension thereof, as aforesaid, the Board may at any time thereafter, during such time as the call or installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

- b) The notice shall name a further day (not being less than fourteen days from the date of the service of the notice) and the place on and at which such call or installment and such interest thereon (at such rate as the Directors shall determine from the day on which such call or installment ought to have been paid) are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed, the shares or debentures in respect of which the call was made or installment is payable, will be liable to be forfeited.

33. PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE

Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any Member or security holder to the Company in respect of his shares or any other securities, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares or any other securities as herein provided.

34. IN DEFAULT OF PAYMENT SHARES TO BE FORFEITED

If the requirements of any such notice as aforesaid are not complied with, every or any share or debenture in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared or interest or any other moneys payable in respect of the forfeited shares or debentures and not actually paid before the forfeiture.

35. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS

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

36. FORFEITED SHARES BE PROPERTY OF THE COMPANY AND MAY BE SOLD, ETC.

Any share or debenture so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board may think fit.

37. SHAREHOLDERS STILL LIABLE TO PAY MONEY OWING AT THE TIME OF FORFEITURE AND INTEREST

Any Member whose shares or Debenture-holder whose debentures have been forfeited shall cease to be a member or Debenture-holder of the Company but notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand, all calls, installments, interest and expenses owing upon or in respect of such shares or debentures at the time of forfeiture, together with interest thereon from the time of the forfeiture until payment (at such rate as the Board may determine) and the Board may enforce the payment thereof, if it thinks fit as it were a new call made at the date of forfeiture.

The liability of such person shall cease when the Company shall have received payment in full of all such monies in respect of the shares.

38. EXTINCTION OF RIGHT

The forfeiture of a share or debenture shall involve extinction, at the time of the forfeiture, of all interest in and all claims and demands against the Company, in respect of the share or debenture and all other rights incidental to the share/debenture, except only such of the rights as by these Articles are expressly saved.

39. DECLARATION OF FORFEITURE

A declaration in writing that the declarant is a Director or Secretary of the Company and that a share or debenture 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 or debentures.

40. SALE OF FORFEITED SHARES

- a) 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 relative shares or debentures shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member or Debenture-holder) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares or debentures to the person or persons entitled thereto.
- b) The transferee shall thereupon be registered as the holder of the share; and
- c) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

41. VALIDITY OF SALE OF FORFEITED SHARES

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers here in before given, the Board may appoint some person, duly empowered in this behalf and competent to effect transfer of the shares and the debentures, to execute an instrument of transfer of the forfeited shares or debentures and cause the purchaser's name to be entered in the Register, in respect of the shares or the debentures sold and the purchaser shall not be required to see to the regularity of the proceedings, or to ascertain the application of the purchase money and once his name has been entered in the Register in respect of such shares or debentures, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and confined against the Company exclusively.

42. POWER TO ANNUL FORFEITURE

The Board may at any time before any share or debenture so forfeited shall have been sold, reallocated or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

43. APPLICATION OF ARTICLES TO FORFEITURE

Any sum, which by the terms of issue of a Share become payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall for the purposes of

these Articles be deemed to be call duly made and payable on the date on which by the terms of issue the same became 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.

44. TRANSFER & TRANSMISSION

a) DIRECTORS MAY REFUSE TO REGISTER TRANSFER

Notwithstanding anything contained in these Articles and subject to the provisions of Section 58 & 59 of the Act and subject to the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules & Regulations made thereunder and other applicable laws, the Directors may at their absolute and uncontrolled discretion decline to register or acknowledge any transfer of shares and shall not be bound to give any reason for such refusal, in particular, may so decline in respect of the shares upon which the Company has a lien or whilst any monies in respect of the shares desired to be transferred or any of them remain unpaid and such refusal shall not be affected by the fact that the proposed transferee is already a member. Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

b) NO TRANSFER TO MINOR

No transfer shall be made to a person who is a minor. However in respect of fully paid-up shares, shares may be transferred in favour of minor acting through legal guardian, in accordance with the applicable provisions.

c) REGISTRATION OF PERSONS ENTITLED TO SHARES OTHERWISE THAN BY TRANSFER (TRANSMISSION CLAUSE)

Subject to the provision of Section 56 of the Companies Act, 2013 & other applicable provisions, On the death of a member/ debenture-holder his legal representatives shall be the only persons recognized by the Company as having any title of his interest in the shares or debentures.

Any person becoming entitled to any shares in consequence of the death, lunacy, bankruptcy or insolvency of any Member or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Directors shall require, either be registered as a Member in respect of such shares or may, subject to the regulations as to transfer in these Articles contained, transfer such shares to some other person.

Nothing contained in these Articles shall prejudice any power of the company to register as shareholder

or debenture-holder any person to whom the right to any shares or debentures in the Company has been transmitted by operation of law.

d) REFUSAL TO REGISTER NOMINEE

The Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration. Provided that registration of transfer shall not be refused on the ground of the transferor being alone or jointly with any other person(s) indebted to the Company on any account whatsoever except a lien on the Shares.

e) SHARE TRANSFER COMMITTEE SHALL REQUIRE EVIDENCE OF TRANSMISSION

Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any transmission until the same be so verified or until or unless an indemnity to be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there still not be any obligation on the Company or the Directors to accept any indemnity.

f) THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE

The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by the apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right or title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to them of any equitable title or interest or be under any liability whatsoever for refusing, or neglecting so to do though it may have been entered or referred in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the directors shall so think fit.

45. INSTRUMENT OF TRANSFER

The instrument of transfer shall be in writing, executed both by the transferor and transferee and in such form as prescribed under the provision of section 56 of the Act and rules made thereunder and of any statutory modifications thereof for the time being shall be duly complied with in respect of all transfers and the registration thereof.

Every instrument of transfer shall be presented to the company duly stamped for registration accompanied by the certificate of shares or debenture (and if no such certificate is in existence, along with the letter of Allotment of shares or debentures) to be transferred and such evidence as the Board may require to prove the title of the transferor, his right to transfer the shares or debentures and every instrument of transfer shall remain in the custody of the company until destroyed by the order of the Board. The transferor shall be deemed to remain the holder of the share or debenture until the name of the transferee is entered in the Register of Members or Debenture holders in respect thereof.

46. DEMATERIALISATION OF SECURITIES

a) Definitions :

For the purpose of this Article:-

- (i) “Beneficial Owner”, means a person whose name is recorded as such with a Depository.
- (ii) “Depository” means the depository as defined under Section 2(1)(e) of the Depositories Act, 1996.
- (iii) “Depositories Act” means the Depositories Act, 1996 including any statutory modification or re-enactment thereof.
- (iv) “Registered owner” means a Depository whose name is entered as such in the register of the Company.
- (v) “Security(ies)” means such Security(ies) as may be specified by the SEBI from time to time.

b) DEMATERIALISATION OF SECURITIES

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act.

- c) OPTIONS FOR INVESTORS** Every person subscribing to securities offered by the Company shall have the option to receive the Security certificate(s) or to hold the Securities with a Depository. Such a person who is the Beneficial owner of the Securities can at any time opt out of a Depository, as permitted under applicable laws, in respect of any security and the Company shall within the time and manner prescribed by law, issue to the Beneficial owner the required certificate(s) of securities.

d) RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS

- (i) Notwithstanding anything to the contrary contained in the Act or in these Articles, a Depository shall be deemed to be the Registered owner for the purpose of effecting transfer of ownership of the security on behalf of the Beneficial owners.
- (ii) Save as otherwise provided in (a) above, the Depository as the Registered owner of the securities shall not have any voting right or any other rights in respect of Securities held by it.
- (iii) Every person holding Securities of the Company and whose name is entered as the Beneficial owner in the records of the Depository shall be deemed to be a Member/ debenture holder, as the case may be, of the Company. The Beneficial owner of the Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.

e) SERVICE OF DOCUMENTS

Notwithstanding anything in the Act or in these Articles to the contrary, where Securities are held in a Depository, the notice etc. may be served by the Company to beneficial owners, details as furnished by Depository, by means of electronic mode or by any mode as prescribed by applicable law from time to time.

f) ALLOTMENT OF SECURITIES

Notwithstanding anything contained in the Act, or in these Articles where the Securities are dealt within a Depository, the Company shall intimate the details thereof to the Depository for allotment of such Securities.

g) DISTINCTIVE NUMBERS OF SECURITIES

Nothing contained in the Act, or in these Articles regarding necessity of having distinctive numbers for Securities issued by the Company shall apply to the Securities held by a Depository.

h) REGISTER AND INDEX OF BENEFICIAL OWNER

The Register and Index of Beneficial owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.

47. NOMINATION OF SHARES

Notwithstanding anything contained in these Articles or in any other law for the time being in force where a nomination has been made as provided in Section 72 of the Act, to confer on any person the right to vest the shares in, or the debentures of the Company, the nominee shall, on the death of the shareholder or holder of the debentures of the Company or, as the case may be, on the death of joint holder, become entitled to all the rights in the shares or debentures of the Company as the case may be, held by such joint holders in relation to such shares in, or the debentures of the Company to the exclusion of all other persons unless the nomination is varied or cancelled in accordance with applicable laws and/ or unless such nominee is acting as a trustee for and on behalf of other legal representatives of the shareholder or holder of the debentures or the joint holder, as the case may be.

48. JOINT HOLDERS

Where two or more persons are registered as the holders of any share, the person first named in the Register shall be deemed the sole holder for matters connected with the Company, subject to the following and other provisions contained in these Articles

- a) 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 share.
- b) On the death of any such joint holders the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
- c) Any one of such joint holders may give effectual receipts for any dividends or other moneys payable in respect of such shares.
- d) Any one of two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such share as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) in the Register in respect of such shares will be entitled to vote at any meeting. Several executors or administrators of deceased Member in whose (deceased Member's) sole name any share stands, shall for the purposes of this Clause, be deemed joint holders.

49. PROBATE TO BE OBTAINED IN CASE OF DEATH

The Nominee or the holders of a Succession Certificate or the legal representatives of a deceased Member or debenture holder (not being one of two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares or debentures registered in the name of such Member or debenture-holder and the Company shall not be bound to recognise such holders of a Succession Certificate or the legal representatives unless such persons shall have first obtained Probate or Letters of Administration, or a 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 production of Probate or a Succession Certificate, upon such terms as to indemnify or otherwise as the Board in its absolute discretion may think necessary.

50. PROVISION OF TRANSFER OF SHARES TO APPLY TO DEBENTURES/ OTHER SECURITIES

The provisions of these Articles in regard to transfer and transmission of Shares shall mutatis mutandis be applicable to transfer of debentures or any other Security of the Company.

51. NOTICE OF REFUSAL

Subject to the provision of Section 58 of the Companies Act, 2013 & other applicable provisions, in cases where the Board refuses to register a transfer of shares or debentures, notice of such refusal along with reason thereof for refusal shall be sent to the intending transferee and the transferor within 30 days from the date on which the instrument of transfer is delivered to the Company or such shorter period as specified under the applicable law.

52. ALTERATION OF SHARE CAPITAL

Subject to the provisions of Section 61 & 64 of the Act and other applicable laws, the Company may, from time to time, by ordinary resolution alter the share capital in the following manner –

- a) increase the authorized share capital by such sum, to be divided into shares of such amount as it thinks expedient;
- b) consolidate and/ or divide all or any of its share capital into Shares of larger amount than its existing Shares;

Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act.

- c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.
- d) sub-divide its existing Shares or any of them into Shares of smaller amount than is fixed by the Memorandum of Association;

- e) cancel any Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the Shares so cancelled. A cancellation of Shares in pursuance of these Articles shall not be deemed to be a reduction of share capital within the meaning of the Act.

53.TERMS, RIGHTS AND PRIVILEGE OF SHARES ALLOTTED

Subject to the provisions of the Act, new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upto the creation whereof shall direct and, if no direction be given, as the Directors shall determine, and in particular, whether such share may be preference share or not. Provided that no shares (not being preference shares) shall be issued carrying voting rights or rights in the Company as to dividend, capital or otherwise, which are disproportionate to the rights attaching to the holders of other shares (not being preference shares).

54. EQUITY SHARES WITH DIFFERENTIAL RIGHTS

Notwithstanding anything contained in these Articles and in pursuance of applicable provisions and other laws, the Company may from time to time sub-divide or consolidate its un-issued authorised equity capital into ordinary equity capital with voting rights and equity capital with differential rights divided into shares of different class with one or more differential rights and privileges whether deferred, guaranteed, qualified or otherwise with respect to dividend, voting or any other matter, as may be permitted by the Act from time to time. The Company may vary, modify, amalgamate or abrogate any such rights and privileges on such conditions and to such an extent, as may be permitted by the Act and the Rules prescribed at the relevant time on optional basis or otherwise.

55.NEW SHARES TO BE DISPOSED OFF IN THE MANNER PROVIDED IN THESE ARTICLES

The new Shares (resulting from alteration of share capital as aforesaid) may be issued or disposed of in accordance with provisions of applicable laws and these Articles.

56. NEW CAPITAL TO BE PART OF EXISTING CAPITAL

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

57. REDUCTION OF CAPITAL

Subject to the provisions of Section 66 and any other applicable provisions of the Act or any other applicable laws, the Company may from time to time, by special resolution:

- a) reduce its capital by paying off capital or cancelling capital which has been lost or is unrepresented by available assets or is superfluous or by reducing the liability on the shares or otherwise as may seem expedient and capital may be paid off upon the footing that it may be called upon, again or otherwise and the Board may, subject to the provisions of the Act, accept surrender of shares
- b) reduce any capital redemption reserve account or any share premium account

58. BUY-BACK OF SHARES

Notwithstanding anything contained in these Articles but subject to the provision of Sec 68 to 70 & other applicable provisions of the Act or other applicable laws for the time being in force, the Company may purchase its own Shares or other specified securities.

59. ISSUE OF REDEEMABLE AND/ OR CONVERTIBLE PREFERENCE SHARES

Subject to the provisions of Section 55 of the Act and other applicable laws, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted into equity shares of the Company, on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act.

60. PARIPASSU RIGHTS OF SHARES

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.

61.POWER TO MODIFY RIGHTS OF DIFFERENT CLASSES OF SHARE

- a) If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to the Shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the nominal value of issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class. Further, all the provisions hereinafter contained as to General Meetings shall *mutatis mutandis* apply to every such class meeting, except that the quorum thereof shall be in accordance with Section 103 of the Act.
- b) This Article is not to derogate from any power of the Company that would have had, if this Article were omitted and the right of the dissenting shareholders being holders of not less than 10 percent of the nominal value of issued shares of that class to apply to the Tribunal to have the variations or modifications cancelled as provided in Section 48 of the Act.

62.GENERAL MEETINGS AND POSTAL BALLOT

The Company shall, in addition to any other meetings which are hereinafter referred to as “Extraordinary General Meeting”, hold a General Meeting which shall be styled its Annual General Meeting at the intervals and in accordance with the provisions of the Act.

The Board may, whenever it deemed fit call extra-ordinary general meetings or conduct postal ballots subject to provisions of the Act, to consider items of business other than ordinary business requiring approval of members as per applicable laws.

The Board shall call an extra ordinary general meeting upon a requisition in writing by such number of Members as specified in the Act.

63.NOTICE OF GENERAL MEETING

Subject to the provision of Section 101 of the Companies Act & other applicable provisions a General Meeting of the Company may be called by giving not less than clear 21 (twenty-one) days’ notice in writing or in electronic mode. However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by such number of Members as specified under the Act.

64. OMISSION TO GIVE NOTICE NOT TO INVALIDATE RESOLUTION PASSED

The accidental omission to give notice to or the non-receipt thereof by any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

65. QUORUM

The quorum for general meeting shall be as prescribed under Section 103 of the Act.

66. RIGHT OF THE PRESIDENT TO APPOINT ANY PERSON AS HIS REPRESENTATIVE

- a) The President, so long as he is a shareholder of the Company, may from time to time appoint one or more persons (who need not be a member or members of the Company) to represent him at all or any general meeting of the Company.
- b) The President may, from time to time, cancel any appointment made under Sub-Article (a) of this Article and make fresh appointments.

67. CHAIRMAN OF GENERAL MEETING

The Chairman of the Board of Directors shall be entitled to take the chair at every General Meeting but if the Chairman is not present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act as Chairman, the Directors present, shall choose one amongst themselves as Chairman and if no such Director shall be present or if all such Directors present decline to take the chair, then the members present shall elect, on a show of hands, one of themselves to be the Chairman of the meeting.

If the Chair at any general meeting is vacant, the first business to be discussed at any General Meeting shall be the election of a Chairman .

68. WHEN QUORUM NOT PRESENT

Subject to the provisions of Section 103 & other applicable provisions of the Act, if within 30 minutes after the time appointed for the holding of a General Meeting, a quorum is not present, the meeting if convened on the requisition of shareholders shall stand dissolved and in every other

case shall stand adjourned to the same day in the next week or, if that day is a National holiday, until next succeeding day which is not a National holiday, at the same time and place or to such other day, time and place as the Board may determine. If at such adjourned meeting, a quorum is not present within 30 minutes from the time appointed, then the members present shall be a quorum.

69. CHAIRMAN MAY ADJOURN MEETING

The Chairman may with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. If the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of original meeting.

The Chairman may also adjourn a meeting, from time to time, for reasons as the Chairman may deem fit, including for reasons of disorder or other like causes.

70. BUSINESS AT ADJOURNED MEETING

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

71. PASSING OF A RESOLUTION

Subject to applicable provisions of the Act, a Resolution shall be valid only if it is passed in respect of an item of business contained in the Notice convening the Meeting through e-voting facility or through a ballot process at the Meeting.

72. POLL TO BE TAKEN IF DEMANDED

If a poll is demanded or ordered to be taken by the Chairman of the meeting on his own motion, the same shall be taken up as per applicable provisions of the Act.

73. MOTION:- HOW DECIDED IN CASE OF EQUALITY OF VOTES

Subject to provisions of the Act and applicable laws, in the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote to which he may be entitled as a member/ representative of a member.

74. IN WHAT CASES POLL TAKEN WITHOUT ADJOURNMENT

Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting forthwith.

75. DEMAND FOR POLL NOT TO PREVENT TRANSACTION OF OTHER BUSINESS

The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

76. NO MEMBER TO VOTE UNLESS CALLS ARE PAID UP

Subject to the provisions of Section 50 of the Act, no member shall be entitled to vote at any General Meeting either personally or by proxy or attorney for any other member or be reckoned in a quorum whilst any call or other sum shall be overdue and payable to the Company in respect of any of the shares of such members.

77. QUALIFICATION OF PROXY

Subject to the provisions Section 105 of the Act, any member of the Company entitled, to attend and vote at a meeting of the Company, shall be entitled to appoint another person (whether a member or not) as his proxy.

78.VOTES MAY BE GIVEN BY PROXY

Votes may be casted either personally or subject to applicable provisions of the Act or by proxy or in the case of a company or body corporate, by a representative duly authorized by the Board of Directors or governing body thereof.

79.MANNER OF APPOINTMENT OF PROXY

The instrument appointing a proxy shall be in the format as prescribed under Section 105 the Act and rules made thereunder and in writing under the hand of the appointer or if such appointer is a company or body corporate under its common seal or under the hand of a person duly authorised by such company or body corporate in that behalf The Company shall send proxy forms to the members along

with notice. Such proxy forms may provide voting either for or against each resolution as prescribed under the act.

The instrument of proxy shall be deposited with the Company in terms of provisions Section 105 of the Act.

A Member being a Body Corporate (whether a company within the meaning of the said Act or not) may by resolution of its Board of Directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of members of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy and by postal ballot) on behalf of the Body Corporate which he represents as that body could exercise if it were an individual member, creditor or holder of debentures of the Company

80. TIME FOR OBJECTIONS TO VOTES

No objection shall be made as to the validity of any vote except at the meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

81. CHAIRMAN OF ANY MEETING TO BE THE JUDGE OF VALIDITY OF ANY VOTES

The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll

82. CONDITIONS ON WHICH MONEY MAY BE BORROWED

Subject to applicable provisions of the Act and other applicable laws, the Board of Directors may from time to time, by a resolution passed at a Board and/or its Committee and/or General Meeting accept deposits or borrow moneys from the members, either in advance of calls or otherwise or borrow money or accept deposits from public and may generally raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and generally raise or borrow money by way of loans, overdrafts, cash credits or by issue of bonds, debentures or debenture stock (whether perpetual or otherwise), or any mortgage or charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being and to purchase, redeem or payoff any such securities.

83.

a) ISSUE AT DISCOUNT OR WITH SPECIAL PRIVILEGES

Subject to the applicable provisions of the Act and any other applicable laws, any bonds, debentures, debenture stock may be issued at a discount, premium or otherwise and with any special privileges as to conversion/ redemption, surrender and allotment of shares/ Securities.

b) SECURITIES MAY BE ASSIGNABLE FREE FROM EQUITIES

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

84.INDEMNITY MAY BE GIVEN

If the Directors or any of them or any other person become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any indemnity bond, mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity, to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

85.MANAGEMENT

The business of the Company shall be managed by a Board of Directors.

86. NUMBER OF DIRECTORS

a) Unless otherwise determined by the Company in General Meeting and subject to the provisions of Section 149 of the Act & other applicable provisions, the number of Directors shall be not less than 6 (Six) and not more than 20 (Twenty). These Directors include a Chairman, Chairman and Managing Director, Managing Director, Functional Directors/Whole time Directors, Nominee Directors and Independent Directors.

b) Directors To Retire

Subject to the provisions of Section 152 of the Act & other applicable provisions Directors to retire by rotation at every Annual General Meeting shall be those (other than the Chairman and Managing Director of the Company) who have been longest in office since their last appointment but as between persons who became Directors on the same day, those who are to retire shall, unless otherwise agreed among themselves, be determined by lot.

c) Appointment of Chairman/ Chairman and Managing Director/ Managing Director

So long as the president holds 51% or more of the paid up equity share capital of the Company, the Chairman/ Chairman and Managing Director/ Managing Director of the Company shall be appointed by the president on such terms & conditions, remuneration and tenure as the president may determine from time to time otherwise subject to the provision of the Companies Act & other applicable laws for the time being in force. The Chairman and Managing Director (CMD) shall be the Chief Executive Officer of the Company and a non-retiring Director.

d) Appointment of Functional Director

The President shall, subject to the provisions of Section 152 of the Act, appoints in consultation with the Chairman / CMD of the Company, such number of functional Directors on whole time basis as deemed fit on such terms & conditions, remuneration and tenure, as the President may determine from time to time.

The Director (Finance) shall be the Chief Finance Officer of the Company.

e) NOMINEE DIRECTORS

Subject to the provisions of Section 149 of the Act & other applicable provisions the Company may

have nominee Director(s) representing Ministry (ies) of the Govt. of India and shall cease to be the Director of the Company on his ceasing to be an official of that Ministry(ies) or upon change in nomination by the concerned Ministry(ies).

f) **APPOINTMENT OF INDEPENDENT DIRECTORS**

So long as the President holds 51% or more of the paid up equity share capital of the Company, the Independent Director will be nominated by the President of India subject to the approval of the shareholders in the general meeting.

g) **RETIRING DIRECTOR ELIGIBLE FOR RE- ELECTION**

Subject to the provisions of Section 152 of the Act & other applicable provisions, a retiring Director shall be eligible for re-election. The Company at the Annual General Meeting in which the Director retires, may fill-up the vacated office by appointing the retiring Director or some other person thereto.

h) **RETIRING DIRECTORS TO REMAIN IN OFFICE TILL SUCCESSORS APPOINTED**

Subject to the provisions of Section 152 of the Act & other applicable provisions, if the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, 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 National holiday, till the next succeeding day which is not a National holiday, at the same time and place, and if at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless :-

- (i) at that meeting or at the previous meeting, a resolution for the re-appointment of such Director has been put to the meeting and lost;
- (ii) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
- (iii) he is not qualified or is disqualified for appointment;
- (iv) a resolution, whether Special or Ordinary, is required for his appointment by virtue of any provisions

of the Act.

i) PRESIDENT TO HAVE POWER TO REMOVE CERTAIN DIRECTORS

The President may from time to time or at any time remove any Director appointed by him, from the office at his absolute discretion, The Chairman and Managing Director or Functional Director/whole time Director may be removed from the office in accordance with the terms of appointment or if no such terms are specified, on the expiry of 3 months' notice issued in writing by the President or with immediate effect on payment of remuneration in lieu of the notice period.

j) PRESIDENT'S POWER TO FILL VACANCY

The President shall so long as he holds 51% of the paid up Equity Capital have the right to fill any vacancy in the office of the Directors including Chairman and Managing Director, appointed by him, caused by removal, resignation, death or otherwise. The Chairman and Managing Director may transfer functions and responsibilities of functional Directors/whole-time Directors, as he may deem necessary.

k) TEMPORARY ABSENCE

If a whole-time Director of the Board is by infirmity or otherwise rendered temporarily incapable of carrying out his duties or is absent or on leave, tour abroad or otherwise, the Chairman and Managing Director may authorise any other whole-time Director or an executive of the Company to discharge the current duties of the absentee whole-time Director during his absence and he may exercise all or such functional powers of the absentee Director, as may be authorised by the Chairman and Managing Director.

l) ADDITIONAL DIRECTOR & CASUAL VACANCY

Subject to the provisions of Section 161 of the Act, the Board of Directors shall have the power, at any time, and from time to time to appoint any person to be an Additional Director, or to fill casual vacancy, so that the total number of Directors shall not at any time exceed the maximum fixed. Any person so appointed to the Board shall remain in office only upto the date of the next Annual General Meeting or the Extra Ordinary General Meeting, as the case may be, but shall be eligible for appointment as a Director by the Company at that meeting.

m) DEBENTURE DIRECTOR

Subject to the provisions of these Articles, if it is provided by any Trust Deed securing or otherwise in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company, then in the case of any and every such

issue of debentures the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as a Debenture Director. A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed at his place. A Debenture Director shall not be bound to hold any qualification shares. A Debenture Director shall ipso facto vacate such office immediately the money owing by the Company to the Debenture holders is paid off or on satisfaction of the liability of the Company on this account.

n) **NOMINEE DIRECTORS OF FINANCIAL INSTITUTIONS**

Subject to the provisions section 161 of the Act & other applicable laws , in case the Company obtains any loans and/ or other facilities from financial institutions and it is a term thereof that the said financial institution shall have a right to nominate Director, then subject to such terms and conditions, the said financial institution shall be entitled to nominate Director, on the Board of Directors of the Company, and to remove from office any such Director so appointed and to nominate another in his place or in place of the Director so appointed who resigns or otherwise vacates his office.

87. FIRST DIRECTORS

The persons hereinafter named shall be the first directors of the company :-

- 1) Shri Harvant Singh Cheema
- 2) Shri M.P. Modi
- 3) Shri R. Vasudevan

88.ALTERNATE DIRECTOR

- a) Subject to the provisions of Section 161(2) of the Act & other applicable laws, the Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
- b) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original

Director returns to India. If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

89. DELEGATION OF POWERS BY DIRECTORS

The Board of Directors may, from time to time, constitute its Committees and subject to the restrictions contained in Section 179(3) of the Companies Act, 2013 delegate to a Committee or Committees of the Board, Directors, KMP, officers, assistants and other employees or persons any of the powers, authorities and discretion for the time being vested in the Board and may, at any time, revoke such powers, authorities and discretion

The Chairman / Chairman and Managing Director/ MD may sub-delegate any of the powers delegated to him by the Board, to any Officer or other employees of the Company.

The Committee(s) will also have the power to delegate to Directors, KMP, officers, assistants and other employees or persons any of the powers, authorities and discretion for the time being vested in it by the Board and may, at any time, revoke such powers, authorities and discretion.

90. MATTERS RESERVED FOR PRESIDENT

So long as the President holds 51% or more of the paid up equity share capital of the Company, Chairman/ the Chairman and Managing Director shall reserve for the decision of the President any proposals or decisions of the Board in respect of the following:-

- (i) Any programme of capital expenditure exceeding the fiduciary power of the Board.
- (ii) Revenue budget of the Company in case there is an element of deficit which is proposed to be met by obtaining funds from the Government.
- (iii) Winding up of the Company;
- (iv) Any other matter which in the absolute opinion of the Chairman be of such importance as to be reserved for the approval of the President.

91.POWER OF PRESIDENT TO ISSUE DIRECTIVES

Notwithstanding anything contained in these Articles the President may, so long as he holds 51% or more of the paid up equity share capital of the Company, from time to time, issue such directives or instructions as may be considered necessary in regard to conduct of business and affairs of the Company and in like manner may vary and annul any such directive or instruction. The Directors shall give immediate effect to the directives or instructions so issued. In particular, the President will have the powers:

- (i) To give directives to the Company as to exercise and performance of its functions in matters involving national security or substantial public interest.
- (ii) To call for such returns, accounts and other information with respect to the property and activities of the Company as may be required from time to time.
- (iii) To determine in consultation with the Board annual, short and long term financial and economic objectives of the Company.

Provided that all directives issued by the President shall be in writing addressed to the Chairman/ CMD. The Board shall, except where the President considers that the interest of the national security requires otherwise incorporate the contents of directives issued by the President in the annual report of the Company and also indicate its impact on the financial position of the Company.

92. VACATION OF OFFICE BY DIRECTORS

The office of Director shall be vacated in the circumstances mentioned in Section 167 of the Act. The continuing Directors may act, notwithstanding any vacancy in their body, but so that if the number falls below the minimum above fixed, the Board shall not except for the purpose of filling vacancies, act, so long as the number is below the minimum specified under the Act.

93.DIRECTOR MAY BE DIRECTOR IN PROMOTED COMPANIES

A Director of this Company may be or become a Director of any other company promoted by this Company or in which it may be interested as a member, shareholder or otherwise and, no such Director shall be accountable for any benefits received as a Director or member of such other Company.

94.DATE, TIME & PLACE OF MEETINGS

Subject to the provisions of Sections 173 & 174 of the Act & other applicable laws, Meetings of the Directors shall be convened on such date, time and place as may be determined by the Chairman/ Chairman and Managing Director and also by the secretary on the requisition of a Director in consultation with Chairman/ Chairman and Managing Director and as prescribed under the Act.

95. NOTICE OF MEETINGS

Subject to the provisions of Sections 173 of the Act & other applicable laws Notice of every meeting of the Board shall be given in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. The Functional Director(s) concerned and/ or Company Secretary shall prepare the agenda for the Board Meeting in consultation with the Chairman and Managing Director. Any urgent item not included in the agenda can be considered at the meeting with the permission of the Chair.

96.OMISSION TO GIVE NOTICE

An accidental omission to give notice of any meeting of the Directors to a Director shall not invalidate any resolution passed or the proceedings at any meeting.

97. WHO IS TO PRESIDE ATMEETING OF THE BOARD

All meetings of the Board of Directors shall be presided over by the Chairman / Chairman and Managing Director if present. If at any meeting the Chairman/ Chairman and Managing Director is not present within fifteen minutes at the time appointed for holding the same, the Senior Most Functional Director shall preside at the Board meeting.

98.QUORUM

The quorum for a meeting of the Board shall be as in terms of the provisions of Sections 173 of the Act & other applicable laws.

99. QUESTIONS AT BOARD MEETING HOW DECIDED

Save as otherwise expressly provided in Section 68 of the Act questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes, the Chairman/ CMD shall have a second or casting vote.

100. EXPENSES INCURRED BY DIRECTOR ON COMPANY'S BUSINESS

- a) The Board may allow and pay to any Director who is not a resident of the place where the meeting of the Board is held and who shall come to such place for the purpose of attending a meeting such sum as the Board may consider fair compensation for his travel, and living and hotel expenses for attending such meeting; and if any Director be called upon to go and reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be reimbursed for his travel, living and hotel expenses, reasonably incurred in connection with the business of the Company. The Board may also allow and pay to the Independent Directors a fee to be determined from time to time for attending the meetings of the Board and of any Committee constituted by the Board of Directors; such fee shall not exceed an amount as prescribed in the Act or rules made thereunder.
- b) Directors attending the adjourned meeting of the Board, shall also be entitled to sitting' fee, travelling and other expenses as applicable to them for attending the original Board/Committee(s) meeting. Directors may also be compensated for attending the General Meeting of the shareholders.

101. ADJOURNMENT OF MEETING FOR WANT OF QUORUM

If a meeting of the Board could not be held for want of a quorum, then the meeting shall automatically stand adjourned to such other time, date and place as may be fixed by the Chairman/ CMD. At such meeting the directors present (not below the quorum specified under section 174 of the Act) shall form the quorum.

102. COMMITTEE(S) OF BOARD

- a) The Board may, subject to the provisions of Section 179 of the Act and other applicable provisions of the Act and applicable laws, delegate any of their powers to Committees consisting of such member or members of their body as they think fit, and they may, from time to time, revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may, from time to time, be imposed on it by the Directors or under applicable provisions of the Act and other applicable laws.
- b) Unless the Chairman of the Committee has been nominated by the Board, a Committee shall elect a Chairman at its meeting. If at any meeting, the Chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their members to be Chairman of that meeting.
- c) The provisions contained in these Articles pertaining to the meetings of the Board shall mutatis mutandis apply to the meetings of the Committee(s) of Board.

103. ACTS OF BOARD OR COMMITTEES VALID NOTWITHSTANDING DEFECT OF APPOINTMENT

All acts done in any meeting of the Board of Directors, or of a Committee of Board of Directors or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Directors, or person acting as aforesaid, or that they or any of them were disqualified, be as valid and effective as if every such person had been duly appointed and was qualified to be a Director.

104. GENERAL POWERS OF COMPANY VESTED IN DIRECTORS

The business of the Company shall be managed by the Board of Directors who may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorised to exercise and do and are not required whether under the Act or by the Memorandum or the Articles or otherwise to be exercised or done by the Company in General Meeting.

Save as otherwise expressly provided under Section 179 in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

105. SPECIFIC POWERS GIVEN TO DIRECTORS

Without prejudice to the general powers conferred by the last preceding Article and the other powers conferred by these Articles and subject to the provisions of Section 179 of the Act, the Directors shall have the following powers, that is to say, power

- a) To acquire property**
to purchase, take on lease or otherwise acquire for the Company property, rights or privileges which the Company is authorised to acquire at such price, and generally on such terms and conditions as they think fit;
- b) Works of capital nature**
to authorise from time to time undertaking of works of capital nature;
- c) To pay for property in debentures etc.**
to pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or in Shares, bonds, debentures or other securities of the Company, and any such Shares may be issued either as fully paid-up or with such amount credited as paid up thereon as may be agreed upon; and any such bond, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled Capital or not so charged;
- d) To secure contracts by mortgage**
to secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled Capital for the time being or in such other manner as they may think fit
- e) to create posts, to appoint and, at their discretion, remove or suspend such managers, secretaries, officers, clerks and servants, for permanent, temporary or special services as they may from time to time, think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit;
- f) To appoint Trustees**
to appoint any person or persons (whether incorporated or not) accept and hold in trust for the Company, any property belonging to the Company or in which it is interested or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees;
- g) To bring and defend action etc.**
to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any claim or demands by or against the Company;
- h) To refer to arbitration**
to refer any claims or demands by or against the Company to arbitration, and to challenge, observe and perform the awards;

i) To give receipt

to make and give receipts, releases, and other discharges for money payable to the Company, and for the claims and demands of the Company;

j) To authorize acceptance

to determine who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts, warrants and documents;

k) To appoint attorneys

from time to time to provide for the management of the affairs of the Company outside their organizations in such manner as they think fit, and in particular to appoint any person to be the attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms, as may be thought fit;

l) To invest money

to invest and deal with any of the monies of the Company in any currency not immediately required for the purposes thereof, upon such securities and in such manner as they may deem fit from time to time to vary or realise such investment;

m) To give security by way of indemnity

to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit, and any such mortgages may contain a power of sale and such other powers, covenants, and provisions as shall be agreed on

n) To make bye-laws

to make, vary, and repeal from time to time bye laws or the regulations of the business of the Company and for governing its officers and servants including wage and welfare policies, terms and conditions of service, discipline etc.;

o) To give bonus etc.

to provide for the welfare of employees or ex-employees of the Company or of its predecessors in business and the wives, widows and families or the dependents or connections of such employees or ex-employees by building or contributing to the building of houses, dwellings or chawl or by grants of money, allowances, bonuses, profit sharing bonuses or benefit of any other kind or by creating and from time to time subscribing or contributing to provident and other association, institution, funds, profit sharing or other scheme or trusts or by providing or subscribing or contributing towards places of instructions and recreation; hospitals and dispensaries, medical and other attendances and any other form of assistance, welfare or relief as the Directors shall think fit;

p) to subscribe or otherwise to assist or to guarantee money to scientific institutions or objects;

q) to set aside before recommending any dividend out of the profit of the Company such sums as they may think proper for depreciation or to depreciation fund, Reserve or to Reserve Fund to meet contingencies or Insurance Fund or any special or other fund to meet contingencies or to repay Redeemable Preference Shares, and for special dividends and for equalising dividends and for repairing, replacing, improving,

extending and maintaining any part of the properties of the Company and for such other purposes including the purposes referred to in these Articles as the Directors may, in their absolute discretion think conducive to the interest of the Company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by the Act) as the Directors may think fit; and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and of such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Directors apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the Reserve Fund into such special funds as the Directors may think fit and to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Redeemable Preference Shares and that without being bound to keep the same separate from the other assets, and without being bound to pay or allow interest on the same, with power, however, to the Directors at their discretion to pay or allow to credit such fund interest at such rate as the Director may think proper

r) To establish Local Board

from time to time and at any time to establish any local board for managing any of the affairs of the Company in any specified locality in India, or out of India and to appoint any persons to be members of such Local Board and to fix their remunerations; and from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Directors other than their power to make call; and to authorise the members for the time being of any such Local Board or any of them, to fillup any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made in such terms, and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any person so appointed and may annul or vary any such delegation. Any such delegates may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them;

s) To make contracts etc.

to enter into all such negotiations and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the manners aforesaid or otherwise for the purpose of the Company.

- t) to give any Director, officer or other person employed by the Company an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a Share in the general profits of the Company, and such interest, commission or share of profits shall be treated as a part of the working expenses of the Company;

106 .THE COMMON SEAL AND ITS CUSTODY

- (a) The Board of Directors 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 seal in lieu thereof. The Board of Directors shall provide for the safe custody of the Seal.
- (b) The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board/ Committee of the Board and except in the presence of at least ~~two~~ one Directors and of the Company Secretary or such other person as the Board may appoint for the purpose; and the said Directors and the Company Secretary or the person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

Alternatively, in place of seal, Board or a Committee of the Board can authorize, any two Directors of the Company or a Director and the Company Secretary to execute deeds/ documents/ share certificate etc. where common seal of the Company is required to be affixed.

Notwithstanding the provisions of this article, the share certificates shall be signed as per the provisions of the Companies (Share Capital & Debentures) Rules, 2014.

107.DIVISION OF PROFITS

Subject to provisions of Section 123 of the Act and subject to the rights of persons, if any, entitled to Shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, dividends may be declared and paid according to the amounts of the Shares.

108.THE COMPANY IN GENERAL MEETING MAY DECLARE A DIVIDEND

Subject to provisions of Section 123 of the Act, the Company in General Meeting may declare a dividend to be paid to the members according to their respective rights and interest in the profits but no dividend shall exceed the amount recommended by the Board.

109.DEBTS MAY BE DEDUCTED

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

110. INTERIM DIVIDEND

Subject to provisions of Section 123 of the Act, the Directors may from time to time pay to the member such interim dividends of such amount on such class of shares as in their judgement the position of the Company justifies.

111.RETENTION OF DIVIDENDS

The Directors may retain the dividends payable upon shares in respect of which any person is, under the Transfer & Transmission Clauses hereinbefore contained, entitled to become a member in respect of such shares.

112.NO MEMBER TO RECEIVE DIVIDEND WHILST INDEBTED TO THE COMPANY AND COMPANY'S RIGHT OF REIMBURSEMENT THEREOF

Subject to the provisions of the Act, no member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise either alone or jointly with any other person or persons; and the Directors may detain from the interest or dividend payable to any member all sums of money so due from him to the Company.

113. DIVIDENDS HOW REMITTED

Subject to provisions of Section 123 of the Act and applicable laws, any dividend or other monies payable in cash in respect of shares may be paid by electronic mode or payable at par cheque or warrant sent through post to the registered address of the member or person entitled to or in case of joint holders to that one of them first named in the Register in respect of the joint holding. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any other means.

114. UNCLAIMED DIVIDEND AND RESPECTIVE SHARES

No unclaimed dividend shall be forfeited and all unclaimed dividends along with respective shares shall be dealt with in accordance with the relevant provisions under the Act for the time being in force or such other instructions as may be given in this regard by the Government from time to time.

115. UNPAID/ UNCLAIMED DIVIDEND

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 the “Investor Education and Protection Fund.

116. DIVIDEND AND CALL TOGETHER SET OFF ALLOWED

Any General Meeting declaring a dividend may make a call on the members for such amount as the meeting fixes, 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 may, if so arranged between the Company and the members, be set off against the calls.

117. CAPITALIZATION

- a) The company in general meeting may, upon the recommendation of the Board, resolve—
 1. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 2. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

- b) The sum aforesaid shall not be paid in cash but shall be applied either in or towards—
 1. paying up any amounts for the time being unpaid on any shares held by such members respectively;
 2. 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;
 3. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
 4. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

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

- d) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
 1. 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
 2. generally do all acts and things required to give effect thereto.

- e) The Board shall have power—
 1. 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

2. 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;
 3. Any agreement made under such authority shall be effective and binding on such members.
- f) For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, shares, debentures, debenture stock, bonds or other obligations in trustees upon such trusts for the persons entitled thereto as may seem expedient to the Board 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.
- g) Subject to the provisions of the Act and these Articles, 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 but, 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 prorata in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.

118. BOOKS OF ACCOUNTS

- a) Subject to provisions of Section 2(13) of the Act, the Company shall maintain proper Books of Accounts with respect to
1. all sums of moneys received and expended by the Company and the matters in respect of which such

- receipt and expenditure take place;
2. all sales and purchases of goods and services by the Company;
 3. the assets and liabilities of the Company; and
 4. the items of cost as may be prescribed and required under the Act.
- b) Subject to provisions of Section 128 of the Act, the Books of Accounts shall be kept at the Registered Office of the Company or such other place or places in India as the Board may decide. The books can also be kept in electronic mode as prescribed by the Act and applicable laws.

119 APPOINTMENT OF STATUTORY AUDITORS

The Statutory Auditor shall be appointed or reappointed by the Central Government on the advice of the Comptroller and Auditor General of India and his/ their appointment, remuneration, powers, and duties shall be in the manner as provided under Section 139-143 of the Act and applicable laws.

120. INSPECTION AT THE DISCRETION OF BOARD

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

121. RESTRICTION ON INSPECTION BY MEMBERS

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

122 .NOTICE OF PERSONS ACQUIRING SHARES ON DEATH OR INSOLVENCY OF MEMBERS

A notice may be given by the Company to 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 or assignee of the insolvent or by any like description at the address (if any) in the Union of India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied by giving the notice in any manner, in which the same might have been given if the death or insolvency had not occurred.

123. TRANSFEREE ETC. BOUND BY PRIOR NOTICES

Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share, shall be bound by every notice, in respect of such share, which previously to his name and address and title to the share being notified to the Company, shall have been duly given to the person from whom he derives his title to such share.

124. NOTICE BY COMPANY AND SIGNATURE THERETO

Any notice to be given by the Company shall be signed by Director or officer as may be authorized and such signature may be written, printed or lithographed.

125. WINDING UP

a) distribution in specie or kind

If the Company shall be wound up whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, and any other sanction required by the Act, divide amongst the contributories in specie or kind, the whole or any part of the assets of the Company.

b) distribution of assets in proportion to paid up capital

If the Company shall be wound up; and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that; as nearly as may be, the losses shall be borne by the members in proportion to the capital paid-up, or which ought to have been paid-up, at the commencement of the winding up, on the shares held by them respectively. And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up the excess be distributed amongst the members in proportion to the capital, at the commencement of the winding up, paid up or which ought to have been paid-up on the shares held by them respectively. But this Article is to, be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

- c) If thought expedient, any such division, may subject to the provisions of the Act, be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preference or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on any contributory who would be prejudiced thereby, shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to provisions of the Act or other applicable laws.

126. RIGHTS OF SHAREHOLDERS IN CASE OF SALE

A special Resolution sanctioning a sale to any other company duly passed, pursuant to the provisions of Section 319 of the Act and other applicable laws, may in like manner as aforesaid determine that any shares or other consideration receivable by the Liquidators be distributed amongst the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the other

applicable laws.

127 SECRECY CLAUSE

- (a) No member or debenture-holder or any other person (not being a Director) shall be entitled to visit or inspect the Company's works or examine the books and records, documents, premises or properties of the Company without the written permission of a Director or to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery or trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Company to communicate to the public.

- (b) Every Director(s), Secretary, Trustees, Officers or any other persons employed in the business of the Company shall maintain due secrecy of all the sensitive information or trade secret etc. which may come to their notice or knowledge during the discharge of their duties, except when so required to do so by the Board or to comply with any written instruction, order, Act, Legislation or Court of Law.

128 INDEMNITY AND RESPONSIBILITY

Every Director, Manager, Officer or (with the consent of the Directors) Auditors of the Company shall be indemnified out of assets of the Company against any liability incurred by him or them in defending any proceedings whether civil or criminal in which judgement is given in his or their favour or in which he or they are acquitted or in connection with any application under Section 463 of the Act in which relief is given to him or them by the Court.

Subject to the provisions of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other directors or officers or for joining in any receipt or other act for conformity or for any loss or expenses incurred by the company through the insufficiency or deficiency in title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upto which any of the moneys of the Company shall be invested, or for any loss or damages arising from the insolvency or tortuous act of any person, firm or company to or with whom any moneys, securities or effects of the Company shall be entrusted or deposited or for any loss occasioned by any error or judgement, omission, default, or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution of the duties of his office or in relation thereto unless the same shall happen through his/their own dishonesty.