सत्यमेव जयते

प्रारुप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U27100WB2010PLC144409 2009 - 2010

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स

MANAKSIA COATED METALS & INDUSTRIES LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अतंर्गत आज किया जाता है और यह कम्पनी लिमिटेड है।

यह निगमन-पत्र आज दिनांक पच्चीस मार्च दो हजार दस को मेरे हस्ताक्षर से कोलकाता में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U27100WB2010PLC144409 2009 - 2010

I hereby certify that MANAKSIA COATED METALS & INDUSTRIES LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is limited.

Given under my hand at Kolkata this Twenty Fifth day of March Two Thousand Ten

(ANIL MOHAN SINGH)
उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies
पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
MANAKSIA COATED METALS & INDUSTRIES LIMITED
BIKANER BUILDING, 8/1, LAL BAZAR STREET, 3RD FLOOR,
KOLKATA - 700001,
West Bengal, INDIA

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MANAKSIA COATED METALS & INDUSTRIES LTD.
Shruti Agarwal
Company Secretary

सत्यमेव जयते

व्यापार प्रारंभ करने का प्रमाण-पत्र

कम्पनी अधिनियम 1956 की धारा 149(3) के अनुसरण में

कॉर्पोरेट पहचान संख्या : U27100WB2010PLC144409

मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स
MANAKSIA COATED METALS & INDUSTRIES LIMITED

जिसका निगमन, कम्पनी अधिनियम, 1956(1956 का 1) के अंतर्गत दिनांक पच्चीस मार्च दो हजार दस को किया गया था और जिसने निर्धारित प्रपत्र में घोषणा प्रस्तुत की है या विधिवत सत्यापित किया है कि उक्त कम्पनी ने, अधिनियम की धारा 149(2) (क) से (ग) तक की शर्तों का अनुपालन कर लिया है और व्यापार करने के लिए हकदार है।

यह प्रमाण-पत्र आज दिनांक पच्चीस जून दो हजार दस को मेरे हस्ताक्षर से कोलकाता में जारी किया जाता है।

Certificate for Commencement of Business

Pursuant of Section 149(3) of the Companies Act, 1956

Corporate Identity Number : U27100WB2010PLC144409

I hereby certify that the MANAKSIA COATED METALS & INDUSTRIES LIMITED which was incorporated under the Companies Act, 1956(No. 1 of 1956) on the Twenty Fifth day of March Two Thousand Ten , and which has this day filed or duly verified declaration in the prescribed form that the conditions of the Section 149(2)(a) to (c) of the said act, have been complied with and is entitled to commence business.

Given under my hand at Kolkata this Twenty Fifth day of June Two Thousand Ten .

(DEBASISH BANDOPADHYAY)
कम्पनी रजिस्ट्रार / Registrar of Companies
पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
MANAKSIA COATED METALS & INDUSTRIES LIMITED
BIKANER BUILDING, 8/1, LAL BAZAR STREET, 3RD FLOOR,
KOLKATA - 700001,
West Bengal, INDIA

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Shruti Agarwal
Company Secretary

(THE COMPANIES ACT, 1956)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MANAKSIA COATED METALS & INDUSTRIES LIMITED

I. The name of the Company is **MANAKSIA COATED METALS & INDUSTRIES LIMITED.**

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

III. The objects for which the Company is established are:

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

1. To carry on in India or elsewhere the business as manufacturers, Importers, exporters and dealers in sheet metal (ferrous and non-ferrous), flat steel rolled products, cold rolled steel sheets, galvanized steel sheets/coils, aluminum and zinc coated steel sheets, color coated steel sheets and coils, aluminum sheets and coils, alloy steel, MS steel ingots and billets, SG iron castings, ferrous and non-ferrous castings, steel long re-bars, steel and alloy steel long round and flats, aluminum alloy ingots, special purpose machine, machinery parts, metal packaging products and metal articles of all kinds particularly aluminum and steel. To carry on in India or elsewhere the business of manufacturers, importers, exporters and dealers in mosquito coil repellants, insecticides, marine products, plastic packaging products and trading of products and commodities.

2. To carry on in India or elsewhere the business as manufacturers, producers, casters, importers, exporters, dealers, buyers, sellers, converters, masters in other ways to deal in aluminium and aluminium products, aluminium sheets, forging, structurals, rolling works, rods, bars, castings, wires, foils, tubes, caps, cans, boxes, cylinders, sheets, alloys of aluminium, sheets, utensils, all kinds of furniture, chimneys cops, ventilators, roofing, hand carts, municipal carts and all other articles of aluminium and doors, windows, levers and automatic door closures, zinc, copper and products of zinc and copper.

3. To carry on in India or elsewhere the business as manufacturers, producers, casters, importers, exporters, dealers, buyers, sellers, converters of all variety of steel, special steel, carbon tool, alloy steel and any other kind and grades of steel, pig iron, sponge iron, ferro silicon, ferro chrome and other ferrous substances and metal of every description and grade and to carry on and execute the work of steel engineers including manufacturing and dealing in steel, billets, steel rods, steel ingots, steel sheet, steel wires and in all kinds of steel products whether forged, rolled or drawn and consequently to manufacture, sell and deal in all or any of the by-products which will be obtained in the process of manufacturing these steel/iron products.

4. To deal in the aforesaid commodities or their derivatives at the commodities exchanges for hedging or otherwise.

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Shruti Agarwal
Company Secretary

5.@ To carry on the business of manufacturing, buying, selling, porting, Importing, exchanging, altering, improving, manipulating, recovering and dealing in polymers, Resins, Plastisols, Adhesive, Moulding Powders, Printing inks, Lacquers, Varnishes, Coatings, Plasticisers, Solvents, Additives, Pigments, Dyes, Colours, Paints, anamels, Distemper, Polishes, Spirits, Bleaches, Whitewasher, Brightener, Launderer, Bleaching Agent, Brightening Agents, and other Chemicals, Components and product of similar nature and also to undertake making of and dealing in plates, Blocks, films, bromidies and other materials and machineries used in the process of all types of printing.

6.@ To carry on the business of manufacturers, buyers, sellers, dealers, importers and exporters of pesticides, insecticides, fungicides, weedicides and germicides, agro-chemical, agro-chemical, Detergent, washing, preparations, Soaps, toileteries, aerosols, freshners, bathing soap, liquid soap, shower gel, shampoo, hand wash and similar products, washing, detergent soap bar or powder and other surfactants and similar products toilet cleaning powder & liquid and surfactants and floor cleaners and such other incidental and allied products.

7.@ To buy, sell, exchange, improve, maintain and generally deal in real properties and to acquire by purchase or otherwise interests in lands and real property of any tenure, construct houses and buildings thereon, alter, re-build, enlarge and improve existing buildings, factories, lanes, roads, streets, gardens in order to convert the same into profit earning property of the Company; to construct, develop, set up, establish, purchase or otherwise acquire houses, buildings, sheds, godowns, warehouses, cold storages, cinema halls, lodges, hotels, factories, mills, plants, workshops and all other types of immovable properties including any other types of fixtures on land and buildings and to run all or any of these as a business undertaking or to let these out on lease, rent, contract or any other agreement as may be deemed fit; to buy lands, houses, apartments and other immovable properties and to hold, maintain, sell, allot houses, apartments, sheds and other immovables properties or buildings thereof to the shareholders or any other persons and to carry on business of builders, surveyors, architectures, bricks and tiles makers, lime burners houses and estate agents.

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MANAKSIA COATED METALS & INDUSTRIES LIMITED

Shruti Agarwal

Company Secretary

(B) THE OBJECTS INCIDENTAL AND ANCILLARY AND RELATED TO THE MAIN OBJECTS OF THE COMPANY ARE:

1. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the business of the Company.

2. To advance, deposit or lend money, securities and property, either with or without security and give credit (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) to or with such persons, firms or body corporates as the Company thinks subject to the provisions of the Companies Act, 1956 and in particular to customers and others having dealings with the Company and on such terms as may seem expedient, and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents and to guarantee the performance of any contract or obligation and the payment of money by any such person in connection with the business of the Company.

3. To purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account or dispose of in connection with the business of the Company real and personal property and rights of all kinds and in particular lands, buildings, hereditaments, business concerns and undertakings, debenture stocks, mortgages, debentures, produces, concessions, options, contracts, patents, annuities, licences, stocks, shares, securities, bonds, policies, book debts and claims, privileges and choses in action of all kinds including any interest in real or personal property and any claims against such property or against any person or Company and to carry on any business concerns or undertakings so acquired with the view of attainment of the objects pursued by the Company.

4. To receive money, securities, valuables of all kinds on loan or deposit or safe custody at interest or otherwise (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money with or without interest in such manner as the Company shall think fit subject to the provisions of section 58A of the Companies Act, 1956 and directions issued by Reserve Bank of India in connection therewith and to issue debentures, bonds, obligations and securities of all kinds, in particular debenture or debenture or stock convertible into shares of this or any other company and to frame, constitute and secure the same, as may seem expedient, with full powers to make the same transferable by delivery or by instruments of transfer or otherwise subject to the provisions of the Companies Act, 1956 and either perpetual or terminable and either redeemable or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the undertaking of the company or upon all or any specific property, assets, revenue and rights (both present and future) of the company (including its uncalled capital) and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or body corporate of any obligations undertaken by the Company or any other person or company, as the case may be in connection with the business of the Company.

5. To open accounts with any individual, firm or company or with any bank or banks and to pay into and to withdraw moneys from such account or accounts in connection with business of the Company.

6. To draw, make, accept, hold, endorse, discount, negotiate, execute and issue promissory notes, hundies, bills of exchange, bills of lading, cheques, drafts, delivery orders, warehouse keeper's certificates, warrants, debentures and other negotiable or transferable (commercial or mercantile) instruments or securities in connection with the business of the Company.

7. To acquire from time to time and to manufacture and deal in all such stocks-in trade, plant and machinery, goods, chattels and affects as may be necessary or convenient for any business for the time being carried on by the Company.

MAHAKSIA COATED METALS & INDUSTRIES LIMITED
Shruti Agarwal
Company Secretary

8. To act as export house, trading house, agents, merchants, traders, commission agents, brokers, guaranteed brokers benias, exporters, importers, contractors, representatives, carries in respect of and to buy, sell, manufacture, assemble, repair, barter, exchange, supply, import, export, pledge, make advance upon, manipulate, prepare for market, distribute or otherwise deal in goods, wares, repair, barter, exchange, supply, import, export, pledge, make advance upon, manipulate, prepare for market, distribute or otherwise deal in goods, wares, articles, produces, materials, substances, commodities implements, provisions shares, merchandises and things of all kinds and descriptions capable of being used or dealt with in connection with the company's business and operations or any of them or likely to be required by any of the customers of or persons having dealing with the company, in which the company is authorised to carry on the business.

9. To invest and deal with any surplus money of the Company in such investments as the Company may deem fit and to hold, sell or otherwise deal with such investments in the manners most benificial to the Company.

10. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.

11. To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of, or interest on any stock, shares or securities of, any company, corporation, firm or person as the Company may think fit in any case in which such guarantee may be considered likely, directly or indirectly, to further the main objects of the Company on the interests of its shareholders.

12. To communicate with Chambers of Commerce and other mercantile and public bodies throughout the world and concert and promote, measures for the protection of the trade, industry and persons engaged therein.

13. To subscribe to, become a member of, subsidise and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to any such association, such information, as may be likely to forward the objects of the Company.

14. To build, construct, purchase, acquire, hire, establish, provide, equip, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and/or manage any building, estates, offices, factories, workshops, mills, sheds, ships, plants, machinery, engines, water-works, gasworks bridges, wharves, channels, reservoirs, roads, whater courses, tramways, railways branches or sliding, electric power, heat and light generating installations, pumping installations, pipelines, garages, storages, supply works, telephone works, hotels, accommodations, clubs, restaurants, baths, places of worship places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, diaries and other works and conveniences, which the Company may think directly or indirectly conducive to its objects or which may advance the interests of the company and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof and to join with any other person or company in doing any of these things with the view of attainment of the objects pursued by the Company.

15. To apply, for, tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection equipment, improvement, management, administration or control of works and convenience and to undertake, execute, carry out, of dispose or otherwise turn to account the same.

16. To improve, manage, work, develop, alter, exchange or otherwise acquire and to sell, mortgage, hypothecate, lease, assign, dispose of, turn to account, abandon, grant rights or privileges or otherwise deal with all or any part of the properties, rights and concessions of the company on such terms and conditions as the Company deems fit.

17. To insure with any person or company against losses, damages, risks and liabilities of any kind, which may effect the company either wholly or partly.

18. To vest any real or personal property rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company.

19. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.

20. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights or liabilities of any person, firm or body corporate carrying on or proposing to carry on any business which the company is authorised to carry on, or having property suitable for the purposes of the company or which can be carried on in conjunction there with or which is capable of being conducted so as to directly or indirectly benefit the company and to purchase, acquire, apply for, hold, sell and deal in shares, stock, debentures or debenture stock of any such person, firm or body corporate and to conduct, make or carry into effect any arrangement in regard to winding up of the business of any such person, firm or body corporate.

21. To enter into any arrangements and to take all necessary or proper steps with any Government or any other authority Central, State, Municipal, Local or otherwise that may seem beneficial to any of the Company's objects and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modifications in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interests of the Company and lawfully to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to apply for, procure and obtain from any such Government, authority or company any Act of Parliament, Charter, privilege, rights, concessions, licence, provisional order, authorisation, contracts, decrees, grants or loans which the company may think it desirable for enabling to it carry out any of its objects into effect or putting the same into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such arrangements, Acts, Charter, right privilege, concession, licence, decree or authorisation.

22. To subscribe for, purchase, acquire, hold, exchange, dispose of or otherwise deal and invest in Savings Certificates, deposits, bonds, stocks, debentures, debenture stocks, shares, obligations and securities issued or guaranteed by any company, government, state, dominion, sovereign, ruler, commissioner, public body or authority central, state, municipal, local or otherwise, whether in India or elsewhere in cases where such investments are to be made either compulsorily or optionally to obtain some benefits (either by way of a Tax Concession, Tax Reduction or granting of rights, privileges, concessions, licences, provisional orders, authorisation, contracts, decrees, grants on loans in favour of the company) by virtue of any Statute, Act, Rules or under directions of any Government or Central, State, Municipal, Local or other Authority (whether Taxation, Excise, Custom, Port or otherwise).

23. To establish and maintain any agencies or branches in India and elsewhere and to get the company registered or recognised in any part of the world for the conduct of the business of the company or for the sale of any materials for the time being at the disposal of the company for sale.

24. To amalgamate, enter into partnership or into any arrangement within the framework of the Companies Act, 1956 for sharing profits, union of interests, co-operation, join

venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside carrying on or engaged in, or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being carried on or conducted so as directly or indirectly to benefit the Company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for such other purposes that may seem calculated beneficial and conducive to the objects of the Company; and to lend money, to guarantee the contracts of or otherwise assist any such person, association, firm or company and to take or otherwise acquire and hold shares or securities of any such person, association, firm or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares and securities.

25. To establish, form, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights, liberties and properties of the Company or for any other purpose which may seen directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies and to subsidise or otherwise assist any such company.

26. To amalgamate or enter into a merger with any Company or Companies having objects altogether or in part similar to those of this Company and to undergo any valid process of reconstruction within the framework of the Companies Act, 1956.

27. To carry on any business or branch of a business which this Company is authorised to carry on by means or through the Agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary Company or guaranteeing its liabilities or to make any other arrangements, which may seem desirable with reference to any business or branch so carried on, including power at any time either temporally or permanently to close any such business or branch and to appoint Directors or Managers of any such subsidiary Company.

28. To guarantee the performance of any control or obligations of and the payment of money secured by or payable under or in respect of bonds, debentures, debenture- stocks, contracts, mortgages, charges, obligations and other securities of any company, firm or person promoted, formed by the Company or of any of its subsidiary companies and other companies under same management subject to the provisions of the Companies Act, 1956.

29. To lease, let out on hire, assign, mortgage, pledge, hypothecate, exchange, sell and in any other manner deal with or dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company whether movable or immovable or any share or interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other body corporate having objects altogether or in part similar to those of the Company.

30. To enter into agreements and contracts with Indian or foreign individuals, companies or other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the company and to acquire from any such person technical and financial information, know-how, process, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plants and equipments.

31. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world any patents, trade marks, trade names, designs, secret processes, patent, rights, "BREVETS" DINVENTION" licences, protections, concessions, rights, privileges and like conferring any exclusive or non-exclusive or limited rights to their use, any secret or other information as to any invention or research which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem directly or indirectly of use or benefit to the company or may appear likely to be advantageous or useful to the company and to use, exercise, develop or grant licence, privileges, in that respect or otherwise turn to account the property, right or information so acquired and to assists, encourage and spend money in making experiments, tests, improvements of any invention, patent and right, which the company acquire or propose to acquire or develop.

32. To expend money or research, experimentation, development, testing improving or seeking to improve existing products, patents, rights etc. in connection with any of its activities in pursuance of the aforesaid objects and to expend money to invest, develop or seek any new products allied to and in the course of pursuing the objects as aforesaid.

33. To work, develop, licence, sell or otherwise deal with any inventions in which the company is interested whether as Owner, Licencee or otherwise and to make, levy, or hire any machinery required for making or desirable to be used as machines included in such inventions.

34. To establish and equip laboratories and carry on analytical, experimental and other work or undertaking any research in relation to the general objects of the Company.

35. To employ or otherwise acquire technical experts, engineers, machines, foreman, skilled and unskilled labour and other staff for any of the purposes of the company and to train and pay for the training in India or abroad of any of Company's Officers, employers or any candidate in the interest of or for furtherence of the Company's objects.

36. To pay for any property, right or privilege acquired by the Company and to remunerate any person, firm, body corporate or public bodies (whether wholly or partly in cash or other assets or by allotment of shares, debentures, debenture, stock or other securities of this or any other company credited or paid up in full or in part or otherwise) whether out of the company's capital, profits or otherwise for services rendered or to be rendered in connection with (I) either the promotion, formation of or conduct of the business of the company or (ii) introducing any property or business to the company, of (iii) placing or assisting or place or guaranting the subscription of any shares, debentures, debenture stock or other securities of the Company or (iv) for any other reasons which the Company may think proper.

37. To pay out of the funds of the company all costs, charges and expenses preliminary and incidental to the formation, promotion, registration and establishment of the Company and issue of its capital including any underwriting or other commission, broker's fee and charges in connection therewith including costs, charges of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.

38. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangement or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.

39. To advertise and adopt such means of making known the products, articles dealt with, business and interests of the company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, pamphlets, price list, by purchase, construction and exhibitions of works of art or general prizes, rewards and donations subject to the provisions of section 293A of the Companies Act, 1956.

40. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund whether for, depreciation or for repairing, improving, extending or maintaining any of the property of the company or for any other purposes conducive to the interest of the Company.

41. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing bonuses, benefits or any other payment to any persons, who are or were at any time in the employment or service of the Company or its successors in business or of any company, which is a subsidiary of the company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time directors or officers of the Company or any such other Company as aforesaid and the wives, widows, families, dependent or connections of any such persons; and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidising, donating or contributing to any institution, association, funds, clubs, trusts, profits sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places or institutions of instruction, education, recreating, medical and other attendances, hospitals and

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Shruti Agarwal
Company Secretary

dispensaries and to make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid.

42. To aid pecuniarily or otherwise any association, body or movement having for its objects the solution, settlement or surmounting of industrial or labour problems or the promotion of industry or trade.

43. To subscribe or contribute or donate or otherwise assist or guarantee money subject to the provisions of section 293A of the Companies Act, 1956 for any national, philanthropic, charitable, benevolent, religious, scientific, public, general or useful object, fund or organisation, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the objects of the Company or the interest of its members.

44. To make donations subject to the provisions of Section 293A of the Companies Act, 1956 to such persons and in such cases and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.

45. To undertake and execute any trusts either gratuitously or otherwise, the undertaking of which may seem to the Company desirable.

46. To distribute all or any of the property of the Company amongst the members in specie or kind or any proceeds of sale or disposal or any property of the Company in the event of winding up but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

47. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying any of the aforesaid objects in India or elsewhere in the world and to undertake the management of any undertaking or company or companies having objects altogether or in part similar to those of the Company and for the purpose appoint any directors, accountants or any experts or other agents.

48. To undertake and do, purchase or otherwise acquire and carry on any other business (whole or in part), which may seem to the company capable of being conveniently carried on in connection with the main objects or calculated, directly or indirectly, to enhance the value of or render profitable any of the company's properties, rights or undertaking.

49. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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Shruti Agarwal

Company Secretary

(C) OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE :

1. To carry on the business of iron founders, iron workers, steel founders, furnace proprietors and machinists, iron & steel convertors, smoths, wood workers, contractors, builders, painters metallurgists, manufactures of and dealers in railway materials, grinding media, pipes and tubes, machinery, plant, implements, tools and accessories and metal wares and to carry on all or any of the business of tool makers, boiler makers, brass founders and founders of all metals and metal compounds, ferrous and non-ferrous metal workers, mill-wrights, welders, fitters, manufacturers of steel metal and melleable grey castings including ferrous, non-ferrous, special and alloy steel, spring steel, forging quality steel, manufacturers and processors of forged components, railway track and wagon components and accessories, alloys, hardware items, plate makers, wire drawers, tube manufacturers, galvanisers, japanners, re-rollers, gas makers, packing case makers, general merchants and contractors and to buy, take on lease or hire, sell, import, manufacture, process, repair, convert, let on hire on otherwise deal in such products, their raw materials, stores packing materials, buy-products, their raw materials, stores packing materials, buy-products and allied commodities, machineries, rolling stock, hardware, mineral, metals, implements, tools, utensils, ground tools.

2. To manufacture and deal in heavy and light engineering products of ferrous and non- ferrous metal and to carry on the business of mechanical engineers and of manufacturers, dealers importers, exporters, assemblers, factory builders and repairs and contractors of locomotive and rolling stocks of all description of boilers, steam engines, internal combustion engines, tractors, turbines and all types of hydraulic machines, ornaments, machine tool and machinery of other description and builders of carriages, cars, carts and wagons and other vehicles and all appliances and machinery of all types.

3. To purchase or otherwise acquire any land, building or premises and to turn into account, develop, improve, alter, demolish, let out for the purpose of carrying on the business of hotel, lodge, restaurance, refreshment and tea rooms, coffee, milk and snack bars and as caterers and contractors in all its respective branches, bakers, confectioners, tobacconists, milk sellers, butter sellers, dairyman, grocers, poulterers, green grocers, farmers, ice merchants and ice-cream manufacturers; to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds, both wholesale and retail and whether solid or liquid and to establish and provide all kinds of conveniences and attractions for customers and others and in particular reading, writing and smoke rooms, lockers, safe deposits, telephones and telegraphs, stores, shops and lavatories.

4. To carry on the business of financing industrial, commercial and other enterprises whether by way of making loans or advances of by subscribing to the capital of such enterprises and to deal with and invest the moneys of the company in such manner and upon such securities as shall from time to time be thought necessary or for the benefit of the company and to lend, advance or deposit money, securities and property with or without any charge interest or security such to or with such person and to receive and accept deposits, advances and loans or borrow and raise money on such terms and conditions as may be thought expedient but the company shall not carry on any business amounting to the business of banking as defined in the Banking Regulations Act, 1949.

5. To carry on and undertake the business of finance, investment, trading, hire purchase, leasing chartering, renting and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plants, machineries and equipments including generators data processing equipments and computers, vehicles etc., that the Company may think fit and to subsidise, finance or assist in subsiding or financing the sale and maintenance of goods, articles or commodities of all and every kind and description by way of hire purchase or deferred payment or similar transactions upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable properties including land and buildings, plants, machineries, equipments, ships, aircrafts, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used and to carry out financing operations and perform financing services including factoring, making of loans, both short and long term with provisions of financial software such as computer programme and to provide a leasing, finance and investment advisory and/or counselling services to leasing, financing, investment or other entities.

6. To undertake and carry on business of Safe deposit and Trust Companies and guarantee business in all their respective branches and to act as agents, factors, brokers, etc., and to carry on the business of underwriters and brokers of stock, shares, debenture stock, Government Bonds, Units of Unit Trust, National Savings Certificates and all other types of securities.

7. To carry on the business of general order suppliers, agents, brokers, commission agents financiers, investors, guarantors and underwriters.

8. To carry on all or any of the business of and act as traders, buyers, sellers, supplicrs, mcrchants, importers, exporters, trading house, export house, indentors, commission agents, brokers, guaranteed brokers, agents, representatives, assemblers, packers, stockists, stores agents, distributors and dealers of and in goods, general produce, merchandise, commodities, articles, materials, things and substances of all kind and description and in particular paddy, wheat, oil seeds, gram, other grain and cereals, tea, coffee, cocoa, jute, cotton, rubber and all other kinds of agricultural and plantation products, food articles, forest products, edible and non-edible oils and fats, consumer and household goods, alcohol, building materials, hardware and stores, minerals and metals, industrial and other wastes and bye-products, vehicles, plant and machinery, stores, spare parts and accessories, commercial, natural and man-made fibres, yarns and textiles of all kind, jute and jute products, paper, cement, fertilizers, chemicals and drugs, bullion, precious stones, jewellery and ornaments, work of art, antique and curios.

9. To act as an Export House and a Trading House and to carry on all or any of the business or merchants, exports, importers of and dealers in (whether as principals, agents, brokers and otherwise) goods, general produce, merchandise, commodities, articles, materials, things and substances of all kind and description.

10. To invest in, sale, hold and otherwise deal in and invest in gold, silver, platinum or any precious stone (whether or not set in any furniture, utensils or other articles or worked or sewn into any wearing apparel), metal, alloy etc and to invest in any ornaments made of gold, silver, platinum or any other precious metal or any alloy containing one or more such precious metal whether or not containing any previous or semi-precious stone and whether or not worked or sewn into any wearing apparel.

11. To carry on the business as manufacturers, processors, fabricators, assemblers, engineers, repairers, contractors, traders, merchants, dealers, buyers, sellers, order suppliers, importers, exporters, indentors, stores agents, distributors, stockists, representatives, commission brokers and agents of electronic and electrical instruments, equipments and components such as transistors, integrased circuits and semi-conductors, diodes, electron tubes, values resistors, conductors, capacitors, connectors relays and switches, circuit, breakers, contractors, instruments, servo components, electro-accoustic devices, batteries, antennes, HF & VHF radio communication equipments, microwave systems, radio navigation aids, unclear electronic equipments, industrial and process instruments, electronic components, TV sets, video cassette recorders and players, machine tools; grinding machines, automatic lathes, drilling machines, planning machines, planogrinders, machinery of every description, precision tools, cutting and small tools, electric motors, pumps, generators transformers, electrical equipments, electric meters, cables, wores, coils, switch-gears, flame and drip proof motors, electric fans, regulator of all types, electric kilowatt hour meters, gas meters, electrical furnaces, control panels, control equipments for motors and generator magnets, industrial jewels, ammeter, voltmeters and other types of measuring equipments electrical or non-electrical, diecasting, screws, nut and bolts, transformers of all types, circuit brakers, hoists, elevators, gears, trolleys and coaches, winches, air compressors, welders, refrigerators, electric transmission towers, poles, tubes insulating materials, fuse and fuse wires, adopter, domestic washing machines, tape-recorders, tape deck, amplifiers, tuners, wireless apparatus including radio receivers and transmitters, micro wave components, radar equipments, electronic instruments, maguatic materials, electrical and electronic type- writers, sewing machines, watches and clocks, household appliances and component parts thereof.

12. To manufacture, process, import, export, buy, sell and deal in vanaspati oils, de- hydrated vegetable oils, oils made or processes from seeds, cotton seeds, coconuts, products of plantation, horticulture, agriculture and forest produce and oil cakes, soap and lubricants made from such oils or as by-products thereof.

13. To carry on the business of millers in all its branches and to set up, construct, acquire, buy, sell, operate or work mills for milling wheat, paddy, gram, oil seeds, other grain and cereals, etc and produce flour, atta, maida, suji, rice, dal, besan, oil and all other allied and by-products.

14. To carry on the business as manufacturers, processors, fabricators, drawers, forgers, galvanisers, rollers, re-rollers, extruders, erectors, assemblers, mechanists, designers, engineers, contractors, traders, merchants, dealers, buyers, sellers, order, suppliers, importers, exporters, indentors, stores agents, distributors, stockists, representatives, commission-brokers and agents of all kinds and forms of ferrous and non-ferrous metals, aluminium, steels including mild, high carbon, spring, high speed tools, alloys, stainless and special, steel, iron castings, iron shaftings, bars, deformed bars, plane and cold twisted bars, bright bars, rods, flats, squares, hexagons, octagons, billets, ingots, wires, wire nails, screws, nuts, bolts, rivets, expanded metal hings, plates, sheets, utensils, strips, hoops rounds, circles, angles, joints, channels, joists, steel tubes and pipe, pipe fittings, tools, implements, structurals, hardwares, poles, rails, scraps, rolling materials and other materials, and products of all sizes, specifications and description made wholly or partly of aluminium, iron, steel, brass, copper, lead, zinc and any other ferrous and non-ferrous metals.

15. To carry on all or any of the business of manufacturers, makers, assemblers, designers, processors, developers and convertors of all kinds of plants, machinery and equipment; engineers in all their respective branches (including marine, chemical, structural, mechanical, electrical, thermal, electronic, atomic and nuclear) engineering tool makers, machinists, railway and public works and general contractors, boiler makers, bridge builders, metallurgists, millwrights, iron masters, steel makers, steel converters, smelters, smiths, metal and wood workers, plate makers, metal founders in all their respective branches and as constructors, erectors, fitters, servicers and repairers of and dealers in buildings and structures of all kinds, rolling-stock, implements, tools, plant, machinery, equipments, apparatus, appliances, products, utensils and other articles.

16. To produce, manufacture, purchase, refine, prepare, cast, mould, shape, import, sell and generally to deal in different alloys of aluminium sheets, circles, ingots, foils, powder, wires, utensils, furnitures, advertising, materials and other marketable and commercial products of aluminium including copper, brass, steel sheets, lead, zinc, enamel articles and all kinds of metal sand in connection therewith to acquire, work, construct, establish, operate and maintain factories, bauxite quarries, workshops and other works.

17. To carry on business as industrial consultants and/or advisers on matters and problems relating to all aspects of industrial operations including administration, management, organisation, accountancy, costing, financial, marketing, import, export, commercial or economic activities, labour, statistical organisation, methods, quality control, data processing, technical "know-how" operation, manufacture, production, storage distribution, sale and purchase of goods, property and to draw and design industrial plants and machineries and to act as consultants and advisers upon the means, methods and procedures for the establishment, construction, development, improvement and expansion of business, trade, commerce, industry, agriculture, buildings, real estates, plant or machineries and all systems, methods, techniques, principles in relation to the foregoing and to carry on business of rendering services on any one or more of aforesaid matters to any person, firm, company, trust, association, institution society, body corporate, government or government departments, public or local authority or any other organisation whatsoever, to act as intermediaries in the Introduction of collaborators, sellers, purchasers, partners, tenants, agents, consumers and employees.

18. To grow, cultivate, produce, collect, purchase or otherwise acquire, plants, fruits, grains, seeds, cereals, roots and other agricultural and forest products and to prepare, manufacture, process, bottle, press, grind, crush, process, bake or otherwise treat the same and prepare food products including rice, flour, bread, barley, tea, coffee, cocoa, sugar, chutneys, pickles, jam, jelly, squash, sauce, cider, condiments, beverages, confectionery, sweets, cake, biscuit, chocolates, candies, chewing gum, peppermints, fruit drops, sugar glucose, syrups, juice, oil, extracts, solvents, pulses, spices, honey, hay, straw, animal feeds and other things and articles which may conveniently be prepared or manufactured therefrom and to sell, market, barter or deal with the aforesaid things, products articles either in prepared or manufactured condition or in raw state and either by wholesale, retail or in any other manner and to manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents in milk, cream, butter, cheese, bacon, pork-pie, sausage, meats, eggs and other dairy and poultry products, vegetables, roots, canned, tinned and processed foods, delicatessen, protein, health and instand foods including baby and dietic foods, powdered and condensed milk, cereals, beverages, cordials, tonics, restorative and aerated mineral waters and food stuffs both natural and synthetic wholly or in part and consumable provisions of every description for human or animal consumption and to manufacture, produce, grow, process, preserve, can, bottle, refine, buy, sell and deal in ice, ice-candy, ice-cream and other ice products, carbonated,

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Shruti Agarwal
Company Secretary

aerated and mineral waters, fruit juice, wines, liquors and other alcoholic, non-alcoholic or synthetic drinks, dairy products, fresh, dehydrated, preserved or processed vegetables, fruits, oils, seeds and other farm, agriculture or food products.

19. To carry on business as cold storage-keepers, manufacturers of Air-conditioning and cold storage apparatus, refrigerators and kindered articles and to acquire, construct, build, equip and maintain cold storages, storages, chambers, godowns, warehouses, workshops, show rooms, shops, containers, vehicles, plants, machineries, equipments, refrigerators, room coolers and freezing houses for storing and preserving all types of fruits and vegetables, dehydrated foods, provisions medicines, commodities, articles, things and preparations of all kinds and description whatsoever and to carry on and undertake storage, packing, removing, carrying, delivery, purchase, sale and exchange of the same.

20. To invest in, acquire whether by original subscription, participation in syndicate, tender, purchase, exchange or otherwise, sell transfer subscribe for, hold and otherwise deal in any shares, bonds, stocks, debentures, debenture stocks, obligations and securities issued or guaranteed by any company or companies constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, State, Sovereign, Commissioner, Central or Provisional public body or authority supreme, municipal local or otherwise whether in India or elsewhere and to promote, form or acquire any company and to take, purchase or acquire shares or interests in any company and to transfer to any such company any property of this company either out of its own funds or out of funds that it might borrow.

21. To carry on all kinds of business of designers, manufacturers, processors, assemblers, dealers, traders, distributors, importers, exporters, agents, consultants, system designers and contractors for erection and commissioning on turnkey basis or to deal in any other manner including storing, packing, transporting, converting, repairing, installing, training, servicing with regard to generating, accumulating, transmitting, distributing and supply of wind power and for all other purposes for which power, energy can be employed and to manufacture and deal in all apparatuses with the generation, distribution, supply, accumulation and employment of Wind Power.

22. To carry on within India and abroad, the business of importing, exporting, assembling, developing, inventing or otherwise dealing in Computers, Computer Software, plotters, scanners, electronic photo composing machines, floppy diskettes and drives, compact discs, compact disc writers and drives, all types of computer tapes and tape drives, all kinds of printer ribbons, ink, paper, cassettes.

23. To carry on the business of manufacturers, buyers, sellers, dealers, exporters, importers, of pilferproof caps, screw caps, R.O. caps, B.T. caps, tear-down caps, tear-off caps, crown closures and other sorts of bottle caps and closures, all sorts of washers, wads for caps (i.e. cork, foil, board, rubber, P.V.C., synthetic compounds), aluminium sheets, caps, foils, scraps & sheet cuttings, tin sheets, scraps and cuttings, black plates, tin free steel (TFS), PCRC, cork sheets, mosquito coil repellant, insecticides and to deal in and manufacture tin containers, aluminium containers, collapsible tubes and all sort of metalic or non-metalic containers, cans, boxes, drums, cylinders, packagings and receptacles of all kinds and to undertake metal printing, coating, varnishing, printing, designing, enamelling, electro-plating, engraving or otherwise decorating the aforesaid products or any of such products or articles and to act as packers.

24. To carry on the business of manufacturers, buyers, sellers, dealers, exporters, importers of bags, containers, boxes, bottles, cans, drums, cylinders, packagings, receptacles, wrappers and other packing materials of tin, aluminium, alloy, metal, glass, paper, board, timber plywood, card board, veneer, cloth, leather, jute, gunny, hessian, fibre, plastic, synthetic and other materials.

25. To carry on the business of generating synthetic fuel/gas from the gassification of rice husk, wood, coal or any such a solid Bio mass fuel for direct thermal application and/or for generation of power meant for Industrial use and other usage. To carry on the business of generation, distribution, sales, supply, service, trading of electricity generated from alternative/green energy sources.

IV The liability of the members is limited.

V The authorised share capital of the Company is ` 12,50,00,000/- (Rupees Twelve Crores and Fifty Lakhs) divided into 12,50,00,000 (Twelve Crores and Fifty Lakhs) equity shares of ` 1/- (One) carrying appropriate dividend as may be permitted at law (Free of Company's tax but subject to deduction of tax as required under the provisions of the Indian Income Tax Act, 1961, for the time being in force), subject to be increased or decreased in accordance with the Company's regulations and legislative provisions for the time being in force in this behalf, and with power to divide the shares in the capital for the time being in force in this behalf, and with power to divide the shares in the capital for the time being into Equity Share Capital, Preference Share Capital with or without voting rights as may be permissible at law, and to attach thereto respectively, any preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Companies Act, 2013 and the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.### ## @ *

Amended vide ordinary resolution passed at the Extra Ordinary General Meeting held on 3rd December, 2012.

###Amended vide special resolution passed at Annual General Meeting held on 10th September, 2014.p

@Amended vide Special Resolution passed at the Annual General Meeting held on 24th September, 2020.

*** Amended vide Ordinary resolution passed at Annual General Meeting held on 13th September, 2022.**

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MANAKSIA COATED METALS & INDUSTRIES LIMITED
Shruti Agarwal
Company Secretary

We, the several person whose name, addresses and descriptions are subscribed below are desirous of being formed into a Company in pursuance of the Memorandum / Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names: -

Signatures, Names, Addresses, Father's Name, Description & Occupation of each Subscriber	Number of Equity Shares to be taken by each Subscriber	Signature, Names, Addresses, Description, Occupation and Membership No. Of Witness
Mahabir Prasad Agrawal S/o Late Jamuna Prasad Agrawal 391, S.N. Roy Road Kolkata - 700038 Business	8000 (eight Thousand only)	Witness to all signatories Sandip Kumar Kejriwal, FCS # 506, 21 Hemanta Basu Sarani Kolkata - 700 001 FCS CP: 3871 Occ: Profession
B D Agrawal Basudeo Agrawal S/o Late Jamuna Prasad Agrawal 391, S.N. Roy Road, Kolkata - 700038 Business	7000 (Seven thousand only)	
Sunil Kumar Agrawal S/o. Sri. Mahabir Prasad Agrawal 391, S.N. Roy Road Kolkata - 700038 Business	7000 (Seven thousand only)	
TOTAL	-	

Kolkata, Dated 16th day of March, 2010

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MAHAKSIA COATED METALS & INDUSTRIES LIMITED

Shruti Agarwal

Company Secretary

We, the several person whose name, addresses and descriptions are subscribed below are desirous of being formed into a Company in pursuance of the Memorandum / Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names: -

Signatures, Names, Addresses, Father's Name, Description & Occupation of each Subscriber	Number of Equity Shares to be taken by each Subscriber	Signature, Names, Addresses, Description, Occupation and Membership No. Of Witness
Kanta Devi Agrawal Kanta Devi Agrawal D/o. Late Sagar mal Kanodia 391, S.N. Roy. Road, KolKata-700038 HouseWife	7000 (Seven thousand only)	Witness to all signatories Sandip Kumar Unjiwal, FCS # 506, 21 Hemanta Basu Sarani Kolkata - 700001 FCS CP: 3871 Occ: Profession
Manju Agrawal Manju Agrawal D/o. Late Lokenath Khaitan. 391, S.N. Roy Road, Kolkata-700038 House Wife	7000 (Seven thousand only)	
TOTAL	—	

Kolkata, Dated 16th day of March, 2010

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MAHAKSIA COATED METALS & INDUSTRIES LIMITED
Shruti Agarwal
Company Secretary

We, the several person whose name, addresses and descriptions are subscribed below are desirous of being formed into a Company in pursuance of the Memorandum / Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names: -

Signatures, Names, Addresses, Father's Name, Description & Occupation of each Subscriber	Number of Equity Shares to be taken by each Subscriber	Signature, Names, Addresses, Description, Occupation and Membership No. Of Witness
Prachi Agrawal Prachi Agrawal D/o Sunil Kumar Agrawal 391, SN Roy Road, Kolkata-700038 Student	7000 (Seven thousand only)	witness to all signatories Sandip Kumar Kejriwal, FCS # 502, 2/1 Hanuman Box Sarani Kolkata 700 001 FCS No: 2871 occ: Professional
Agrawal Anirudha Agrawal S/o Sunil Kumar Agrawal 391, S.N. Roy Road Kolkata - 700038 student	7000 [Seven Thousand only]	
TOTAL	50000 (Fifty thousand)	

Kolkata, Dated 16th day of March, 2010

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Shruti Agarwal
Company Secretary

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MANAKSIA COATED METALS & INDUSTRIES LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the annual general meeting of the Company held on 10th September 2014 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

1.	(1)	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.	Table 'F' not to apply
	(2)	The regulations for the management of the Company and for the observance by the members there to and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.	Company to be governed by these Articles
		Interpretation	
2.	(1)	In these Articles— (a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment hereof for the time being in force. (b) "Applicable Law" means the Act, and as appropriate, includes any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications	"Act" "Applicable Laws"

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MANAKSIA COATED METALS & INDUSTRIES LTD.

Shruti Agarwal

Secretary

		or other governmental instruction or any similar form of decision of, or determination by, or any interpretation or administration having the force of law of any of the foregoing, by any governmental authority having jurisdiction over the matter in question, or mandatory standards as may be applicable from time to time.	
		(c) "Articles" means these Articles of Association of the Company, as altered from time to time.	"Articles"
		(d) "Board of Directors" or "Board" means the collective body of the directors of the Company.	" Board of Directors" or "Board"
		(e) "Company" means MANAKSIA COATED METALS & INDUSTRIES LIMITED.	"Company"
		(f) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.	"Rules"
		(g) "Seal" means any seal reflecting the name of the Company and as may be approved by the Board of Directors of the Company and may be used by the Company wherever the seal of the Company is required to be affixed or embodied thereupon.	"Seal"
	(2)	Words importing the singular number shall include the plural number and words importing he masculine gender shall, where the context admits, include the feminine and neuter gender.	Number and Gender
	(3)	Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.	Expressions in the Articles to bear the same meaning as in the Act.
	(4)	The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any 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	Articles to be Contemporary In Nature

		by the Act by virtue of an amendment subsequent to registration of the Articles.	
		Share capital and variation of rights	
3.	(1)	Subject to the provisions of Applicable Law and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.	Shares under control of Board
	(2)	Except as required by law, no person shall be recognized 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 recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.	Shares not to be held in trust
4.		Subject to the provisions of Applicable Law and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which maybe so allotted maybe issued as fully paid-up or partly paid-up otherwise than for cash and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case maybe.	Directors may allot shares otherwise than for cash
5.		The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: (a) Equity share capital (i) with voting rights; and/or (ii) with differential rights as to dividend, voting or otherwise in accordance with such rules as prescribed under the Act (b) Preference share capital.	Kinds of Share Capital

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Shruti Agarwal
Company Secretary

6.	(1)	Every person whose name is entered as a member in the register of members shall be entitled to receive within such time as prescribed under Applicable Law- (a) one certificate for all his shares without payment of any charges; or (b) one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.	Share Certificate
	(2)	Every certificate shall specify the shares to which it relates and the amount paid-up thereon and bear the seal of the Company.	Certificate to bear seal
	(3)	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint-holders shall be sufficient delivery to all such holders.	One certificate for shares held jointly
7.		A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the share 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.	Option to receive share certificate or hold shares with depository
8.		If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of such fees for each certificate as may be fixed by the Board in accordance with Applicable Laws.	Issue of new certificate in place of one defaced, lost or destroyed
9.		The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.	Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc
10.	(1)	The Company may exercise the powers of paying commissions conferred by the Act and/or Applicable Laws, to any person in connection with the subscription to its securities, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in such manner as required under Applicable Laws.	Power to pay commission in connection with securities issued

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Company Secretary

	(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules and/or Applicable Laws.	Rate of commission
	(3)	The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.	Mode of payment of commission
11.	(1)	If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act and/or Applicable Laws, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed under the Applicable Laws.	Variation of members' rights
	(2)	The provisions of these Articles relating to general meetings shall *mutatis mutandis* apply to every such class meeting, in accordance with the provisions of the Act and Applicable Laws. This Article is not to derogate from any power the Company would have if the clause were omitted.	Provisions as to general meetings to apply *mutatis mutandis* to each meeting
12.		The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.	Issue of further shares not to affect rights of existing members
13.		Subject to the provisions of the Act and 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 to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act and Applicable Laws	Issue or re-issue preference shares
14.	(1)	The Board or the Company, as the case may be, may, in accordance with the Applicable Laws, issue further shares to - a. persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or b. employees under any scheme of employees' stock option; or; c. any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above	Further issue of share capital

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	(2)	Subject to the provisions of Applicable Law, the Company may issue options to any Directors, not being Independent Directors, officers, or employees of the Company, its subsidiaries or its parent, 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 employee stock options or employees Share purchase or both. Provided that it will be lawful for such scheme to require an employee, officer, or Director, upon leaving the Company, to transfer securities acquired in pursuance of such an option, to a trust or other body established for the benefit of employees.	Employees Stock Option
	(3)	Subject to the provisions of Applicable Law, the Company may issue shares, in any manner whatsoever, by way of a preferential offer or private placement. Such issue on preferential basis or private placement should also comply with the conditions as laid down in the Act and/or Applicable Law	Preferential Allotment
	(4)	Subject to and in compliance with provisions of Applicable Law, the Company may issue the equity shares to its employees or Director(s) at a discount or for consideration other than cash for providing know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called.	Issue of Sweat Equity Shares
	(5)	A further issue of shares may be made in any manner whatsoever as the Board may determine subject to and in accordance with the Act and Applicable Laws	Mode of further issue of shares
		Lien	
15.	(1)	The Company shall have a first and paramount lien - a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and; b. on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company. Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.	Company's lien on shares

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	(2)	The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.	Lien to extend to dividends, etc.
	(3)	Unless otherwise agreed by the Board, registration of transfer of shares shall operate as a waiver of the Company's lien.	Waiver of lien in case of registration
16.		The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made— a. unless a sum in respect of which the lien exists is presently payable; or b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.	As to enforcing lien by sale
17.	(1)	To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.	Validity of sale
	(2)	The purchaser shall be registered as the holder of the shares comprised in any such transfer	Purchaser to be registered holder
	(3)	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share	Validity of Company's receipt
	(4)	The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.	Purchaser not affected
18.	(1)	The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.	Application of proceeds of sale
	(2)	The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.	Payment of residual money

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19.		In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim	Exercise of lien by Company
20.		The provisions of these articles relating to lien shall mutandis apply to any other securities including debentures of the Company.	Provisions of lien *mutatis mutandis* to debentures, etc.
		Calls on shares	
21.	(1)	The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.	Board may make calls
	(2)	Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares	Notice of call
	(3)	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances	Board may extend time for payment
	(4)	A call may be revoked or postponed at the discretion of the Board.	Revocation or postponement of call
22.		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.	Call to take effect from date of resolution
23.		The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of joint holders of shares
24.	(1)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board but not exceeding the rates as prescribed under Act/Applicable Laws.	When interest on call or installment payable
	(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.	Board may waive interest
25.	(1)	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the	Sums deemed to be calls

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		purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable	
	(2)	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	Effect of non-payment of sums
26.		The Board - a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.	Payment in anticipation of calls may carry interest
27.		If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	Installments on shares to be duly paid
28.		All calls shall be made on a uniform basis on all shares falling under the same class. ***Explanation***: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class	Calls on shares of same class to be on uniform basis
29.		Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided	Partial payment not to preclude forfeiture
30.		The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of the Company	Provisions as to calls to apply *mutatis mutandis* to debentures, etc

		Transfer and Nomination of shares	
31.	(1)	The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.	Instrument of transfer to be executed by transferor and transferee
	(2)	The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.	
	(3)	a. Every holder of Shares in, or Debentures of the Company may at any time nominate, in the manner prescribed under the Act, a person to whom his shares in or Debentures of the Company shall vest in the event of death of such holder. b. Where the Shares in, or Debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or Debentures of the Company, as the case may be, held by them shall vest in the event of death of all joint holders. c. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, or in these Articles, in respect of such shares in or Debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in, or Debentures of the Company, the nominee shall, on the death of the shareholders or holder of Debentures of the Company or, as the case may be, on the death of all the joint holders become entitled to all the rights in the shares or Debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the provisions of the Act or Applicable Laws. d. Where the nominee is a minor, it shall be lawful for the holder of the shares or holder of Debentures to make the nomination to appoint, in the prescribed manner under the provisions of the Act, any person to become entitled to the shares in or Debentures of the Company, in the event of his death, during the minority.	Nomination

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32.		The Board may, subject to the right of appeal conferred by the Act decline to register - a. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or b. any transfer of shares on which the Company has a lien.	Board may refuse to register transfer
32A*		The registration of 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.	
32.		In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless - a. the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act; b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and c. the instrument of transfer is in respect of only one class of shares.	Board may decline to recognize instrument of transfer
33.		On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty- five days in the aggregate in any year.	Transfer of shares when suspended
34.		The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company	Provisions as to transfer of shares to apply *mutatis mutandis* to debentures, etc
		Transmission of shares	
35.	(1)	On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.	Title to shares on death of a member

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	(2)	Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons	Estate of deceased member liable
36.	(1)	Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either - a. to be registered himself as holder of the share; or b. to make such transfer of the share as the deceased or insolvent member could have made	Transmission Clause
	(2)	The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency	Board's right unaffected
	(3)	The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.	Indemnity to the Company
37.	(1)	If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects	Right to election of holder of share
	(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share	Manner of testifying election
	(3)	All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member	Limitations applicable to notice
38.		A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.	Claimant to be entitled to same advantage

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39.		The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to any other securities including debentures of the Company	Provisions as to transmission to apply *mutatis mutandis* to debentures, etc
		Forfeiture of shares	
40.	(1)	If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.	If call or instalment not paid notice must be given
41.		The notice aforesaid shall: a. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and b. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.	Form of notice
42.		If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect	In default of payment of shares to be forfeited
43.		Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture	Receipt of part amount or grant of indulgence not to affect forfeiture
44.		When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.	Entry of forfeiture in register of members
45.		The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in	Effect of forfeiture

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		respect of the share and all other rights incidental to the share	
46.	(1)	A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit	Forfeited shares may be sold, etc.
	(2)	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	Cancellation of forfeiture
47.	(1)	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares	Members still liable to pay money owing at the time of forfeiture
	(2)	All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.	Member still liable to pay money owing at time of forfeiture and interest
	(3)	The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares	Cessation of liability
48.	(1)	A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share	Certificate of forfeiture
	(2)	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of	Title of purchaser and transferee of forfeited shares
	(3)	The transferee shall thereupon be registered as the holder of the share; and	Transferee to be registered as holder
	(4)	The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.	Transferee not affected
49.		Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered	Validity of sales

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		in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.	
50.		Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.	Cancellation of share certificate in respect of forfeited shares
51.		The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	Surrender of share certificates
52.		The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	Sums deemed to be calls
53.		The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.	Provisions as to forfeiture of shares to apply *mutatis mutandis* to debentures, etc
		Alteration of capital	
54.		Subject to the provisions of the Applicable Laws , the Company may by an ordinary resolution, - a. increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; b. consolidate and 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 and/or Applicable Laws; 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; e. cancel any shares which, at the date of the passing of the resolution, have not been	Power to alter share capital

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		taken or agreed to be taken by any person.	
55.		Where shares are converted into stock: a. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles/ Applicable Laws under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose; b. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage; c. such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"member" shall include "stock" and "stock-holder" respectively.	Shares may be converted into stock Right of stockholders
56.		The Company may in any manner and in accordance with the provisions of Applicable Laws and from time to time by way of a resolution, reduce, its share capital; and/or any capital redemption reserve account; and/or any securities premium account; and/or any other reserve in the nature of share capital.	Reduction of capital
		Joint Holders	
57.		Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles: a. The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share; b. On the death of any one or more of	Joint-holders Liability of Joint-holders

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		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 of any dividends, interests or other moneys payable in respect of such share. d. Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders. e. (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by any attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders. f. The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.	Death of one or more joint- holders Receipt of one sufficient Delivery of certificate and giving of notice to first named holder Vote of joint-holders
		Dematerialization of Securities	

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58.	(1)	The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles. The Board shall be entitled to dematerialize Securities or to offer securities in a dematerialized form pursuant to the Depositories Act, 1996, as amended. The provisions of this Section will be applicable in case of such Securities as are or are intended to be dematerialized.	Dematerialization of Securities
	(2)	Every holder of or subscriber to Securities of the Company shall have the option to receive certificates for such securities 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, if permitted by law, in respect of any securities in the manner provided by the Depositories Act, 1996, and the Company shall, in the manner and within the time prescribed by law, issue to the Beneficial Owner the required certificates for the Securities. If a person opts to hold his securities with the Depository, the Company shall intimate such Depository the details of allotment of the securities, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the securities.	Option to investors
	(3)	All securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a Depository in respect of the securities held by on behalf of the Beneficial Owners.	Securities in depositories to be in fungible form
		Notwithstanding anything to the contrary contained these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of Securities of the Company on behalf of the Beneficial Owner. Save as otherwise provided in (a) above, the Depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it. Every person holding Securities of the Company and whose name is entered as the Beneficial Owner of securities in the record of the	Rights of Depositories and Beneficial Owners

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		Depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the Securities which are held by a Depository and shall be deemed to be a Member of the Company.	
		Notwithstanding anything contained these Articles to the contrary, where Securities of the Company are held in a Depository, the records of the beneficiary ownership may be served by such Depository on the Company by means of Electronic Mode.	Service of Documents
		Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.	Transfer of securities
		Notwithstanding anything contained in these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such Securities.	Allotment of securities dealt with in a Depository
		Nothing contained in these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to securities held with a Depository.	Distinctive number of securities held in a Depository
		The Register and Index of Beneficial Owners maintained by Depository under the Depositories Act, 1996, as amended shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.	Register and index of Beneficial Owners
		Capitalisation of profits	
59.	(1)	The Company may in accordance with provisions of Applicable Laws and upon the recommendation of the Board, resolve — a. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and b. that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the	Capitalisation

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		members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	
	(2)	The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards : a. paying up any amounts for the time being unpaid on any shares held by such members respectively; b. paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).	Sum how applied
	(3) (4)	A securities premium account and/or any other reserve account as prescribed under Applicable Laws may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares; The Board shall give effect to the resolution passed by the Company in pursuance of this Article	
60.	(1)	Whenever such a resolution as aforesaid shall have been passed, the Board shall - a. make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and b. generally do all acts and things required to give effect thereto	Powers of the Board for capitalisation
	(2)	The Board shall have power— a. to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application	

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		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.	
		Buy-back of shares	
61.		Notwithstanding anything contained in these Articles but subject to all the provisions of Applicable Laws, the Company may purchase its own shares or other specified securities. The powers conferred herein may be exercised by the Board, at any time and from time to time, where and to the extent permitted by Applicable Law, and shall be subject to such rules, applicable consent or approval as required.	Buy-back of shares
		Borrowing Powers	
62.	(1)	The Board may, from time to time, at its discretion subject to the provisions of these Articles, Section 73 to 76, 179, 180 of the Act or Applicable Law, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company; by a resolution of the Board, or where a power to delegate the same is available, by a decision/resolution of such delegate, ,provided that the Board shall not without the requisite sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up Capital of the Company and its free reserves.	Power to borrow
	(2)	The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by the issue of bonds, or other Securities, or any mortgage, or other Security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.	Conditions on which money may be borrowed
	(3)	Any Debentures, Debenture stock, bonds or other Securities may be issued on such terms and conditions as the Board may think fit. Provided that Debenture with a right to allotment or conversion into shares shall be issued in conformity with the provisions of Section 62 of the Act. Debentures,	Terms of issue of Debentures

		Debenture stock, bonds and other securities may be made assignable free from any equities from the Company and the person to whom it may **be** issued. Debentures, Debenture- stock, bonds or other securities with a right of conversion into or allotment of shares shall be issued only with such sanctions as may be applicable	
	(4)	The provisions of Clause 31 (1) & (2) of these Articles to apply *mutatis mutandis* as are applicable to instrument of transfer of Equity Shares.	Instrument of transfer
	(5)	Deliver by the Company of certificates upon allotment or registration of transfer of any Debentures, Debenture stock or bond issued by the Company shall be governed and regulated by Section 56 of the Act.	Delivery of certificates
		General meetings	
63.		All general meetings other than annual general meeting shall be called extraordinary general meeting.	Extraordinary General Meeting.
64.	(1)	The Board may, whenever it thinks fit, call an extraordinary general meeting.	Powers of Board to call extraordinary general meeting
	(2)	Where permitted or required by Applicable Laws, Board may, instead of calling a meeting of any Members/ class of Members/ Debenture holders, seek their assent by Postal ballot, which shall include e-voting. Such Postal ballot will comply with the provisions of Applicable Laws in this behalf. Board may provide Members/Members of a class/Debenture holders right to vote through e-voting, in accordance with Applicable Laws.	Resolutions by Postal Ballot
		Proceedings at general meetings	
65.	(1)	No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.	Presence of Quorum
	(2)	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.	Business confined to election of Chairperson whilst chair vacant
	(3)	The quorum for a general meeting shall be as provided under Applicable Laws.	Quorum for general meeting
66.		The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company. Subject to Applicable Laws, the Chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company.	Chairperson of the meetings

67.		If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one among themselves to be Chairperson of the meeting.	Directors to elect a Chairperson
68.		If at any meeting, if there is no such Chairperson and no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.	Members to elect a Chairperson
69.		On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote	Casting vote of Chairperson at general meeting
70.	(1)	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner and within such time as may be prescribed under Applicable Laws	Minutes of proceedings of meetings and resolutions passed by postal ballot
	(2)	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting - a. is, or could reasonably be regarded, as defamatory of any person; or b. is irrelevant or immaterial to the proceedings; or c. is detrimental to the interests of the Company	Certain matters not to be included in Minutes
	(3)	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.	Discretion of Chairperson in relation to Minutes
	(4)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	Minutes to be evidence
71.	(1)	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: a. be kept at the registered office of the Company; and b. be open to inspection by any member without charge, during business hours, for such periods not being less than 2 hours on any working day, as may be fixed by the Board, from time to time.	Inspection of minute books of general meeting
	(2)	Any member shall be entitled to be furnished, within the time prescribed by Applicable Law, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes	Members may obtain copy of minutes

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		referred to in clause (1) above. Any Member shall be entitled to a copy of minutes of the General Meeting on receipt of a specific request and at a fee of Rs.10/- (rupees ten) for each page or such higher amount as may be provided under the Applicable Laws.	
72.		The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.	Powers to arrange security at meetings
		Adjournment of meeting	
73.	(1)	The Chairperson may, *suo motu,* adjourn the meeting from time to time and from place to place	Chairperson may adjourn the meeting
	(2)	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place	Business at adjourned meeting
	(3)	When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting	Notice of adjourned meeting
	(4)	Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting	Notice of adjourned meeting not required
		Voting rights	
74.	(1)	Subject to any rights or restrictions for the time being attached to any class or classes of shares - a. on a show of hands, every member present in shall have one vote; and b. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company	Entitlement to vote on show of hands and on poll
	(2)	A member may exercise his vote at a meeting by electronic means in accordance with Applicable Laws and shall vote only once	Voting through electronic means
	(3)	The intent of these Articles is that in respect of seeking the sense of the members or members of a class or any Security holders, the Company shall, subject to Applicable Law, be entitled to seek assent of members, members of a class of members or any holders of securities using such use of contemporaneous methods of communication as is permitted by Applicable Law. A written resolution including consent obtained through Electronic Mode shall be deemed to be sanction provided by the members	The intent of these Articles

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75.	(1)	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.	Vote of joint-holders
	(2)	For this purpose, seniority shall be determined by the order in which the names stand in the register of members	Seniority of names
76.		A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.	How members *non compos mentis* and minor may vote
77.		Subject to the provisions under Applicable Laws and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members, etc.
78.		Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	Business may proceed pending poll
79.		No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.	Restriction on voting rights
80.		A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.	Restriction on exercise of voting rights in other cases to be void
81.		Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.	Equal rights of members
82.	(1)	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.	Member may vote in person or otherwise

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	(2)	The instrument appointing a proxy and the power-of- attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.	Proxies when to be deposited
	(3)	Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a body corporate, under the Seal of such corporate, or be signed by an officer or any attorney duly authorised by it, and any committee or guardian may appoint such proxy.	-Proxy
	(4)	A member present by proxy shall be entitled to vote only on a poll, except where Applicable Law provides otherwise. The proxy so appointed shall not have any right to speak at the meeting.	Vote by Proxy
83.		An instrument appointing a proxy shall be in the form as prescribed under Applicable Laws.	Form of proxy
84.		A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.	Proxy to be valid notwithstanding death of the principal
		Board of Directors	
85.	(1)	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen). However, the Company may appoint more than 15 Directors in accordance with provisions under Applicable Laws.	Board of Directors
	(2)	The Directors are not required to hold any qualification shares.	
	(3)	Composition of the Board shall be in accordance with the provisions of Applicable Laws. Provided that where there are temporary gaps in meeting the	

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		requirements of Applicable Law pertaining to composition of Board of Directors, the remaining Directors shall (a) be entitled to transact business for the purpose of attaining the required composition of the Board; and (b) be entitled to carry out such business as may be required in the best interest of the Company in the meantime	
	(4)	The first directors of the Company were: 1. Mr. Mahabir Prasad Agrawal 2. Mr. Sunil Kumar Agrawal 3. Mr. Basudeo Agrawal 4. Mr.Vineet Agrawal	First Directors
86.	(1)	Subject to provisions under Applicable Laws, at least two-thirds of the total number of Directors, excluding Independent Directors, will be the Directors who are liable to retire by rotation (hereinafter called "the Rotational Directors"). At every Annual General Meeting of the Company, one-third of the Rotational Directors, or if their number is not three or a multiple of three, then, the number nearest to one-third, shall retire from office.	Rotation of Directors
	(2)	The Company may appoint a Managing or a Whole-time Director, or any other Executive Director, as Rotational Director. The terms appointment of such a Director may provide that, where the General Meeting at which such Director comes for reappointment does not reappoint him, his employment may continue as a manager or as an executive of the Company.	
	(3)	Subject to the provisions of Applicable Law, a Director may resign from his office by giving a notice in writing to the Company and Board shall take note of the same. The fact of such resignation shall be mentioned in the report of Directors laid in the immediately following General Meeting by the Company. A Managing Director or a Whole-time Director or any Executive Director who has any terms of employment with the Company shall not give any notice of resignation in breach of the conditions of employment as may be applicable, either to a Director specifically, or to employees of the Company generally. A nominee Director shall not give any notice of resignation except through the nominating person. The resignation of a Director shall take effect from the date on which the notice is received by the Company or the date, if any, specified by the Director in the notice, whichever is later: Provided that the Director who has resigned	Resignation by Directors

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		shall be liable even after his resignation for the offences which occurred during his tenure.	
	(4)	The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.	Chairperson and Managing Director to be the same
87.	(1)	The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	Remuneration of directors
	(2)	The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined and payable in accordance with and subject to the provisions of the Act and Applicable Laws	Remuneration to require members' consent
	(3)	The fees payable to a Director for attending the meetings of the Board or Committee thereof shall be such sum as may be decided by the Board of Directors, from time to time, within the maximum limit as prescribed under Applicable Law. Fee shall also be paid for attending any separate meeting of the Independent Directors of the Company in pursuance of any provision of the Act. Fee shall also be payable for participating in meetings through permissible Electronic Mode.	Sitting Fees
	(4)	In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them— a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or b) in connection with the business of the Company. c) Where the Company takes a Directors' and Officers' Liability Insurance, specifically pertaining to a particular Director and/or officer, then the premium paid in respect of such insurance, for the period during which a Director and/or officer has been proved guilty, will be treated as part of remuneration paid to such Director and/or officer.	Travelling and other expenses
88.		All cheques, promissory notes, drafts, *hundis,* bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such	Execution of negotiable instruments CERTIFIED TRUE COPY

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		person and in such manner as the Board shall from time to time by resolution determine	
89.	(1)	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.	Appointment of additional directors
	(2)	Such person shall hold office only up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier. However, he shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.	Duration of office of additional director
90.	(1)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.	Appointment of alternate director
	(2)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India	Duration of office of alternate director
	(3)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	
	(4)	The Company shall, subject to the provisions of the Applicable Laws, these Articles and terms of an agreement, be entitled to agree with any Person that he or it shall have the right to appoint his or its nominee on the Board, not being an Independent Director, upon such terms and conditions as the Company may deem fit. He shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company. A nominee Director may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of person, appoint any other	

		or others in his place. Any such appointment or removal shall be in writing, signed by the appointer and served on the Company. Such Director need not hold any qualification shares.	
91.	(1)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	Appointment of director to fill a casual vacancy
	(2)	The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated	Duration of office of Director appointed to fill casual vacancy
		Powers of Board	
92.	(1)	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	General powers of the Company vested in Board
	(2)	**Absolute Powers of the Board:** Without prejudice to the general powers as stated in last preceding Article and/or Applicable Laws made thereunder and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in these Articles or the Applicable Law , it is hereby declared that the Directors shall have the following powers; that is to say, power : i. To pay any interest lawfully payable under the Act and/or Applicable Laws. ii. To appoint and nominate any Person(s) to act as proxy or representative for purpose of attending and/or voting on behalf of the Company at a meeting of any Company or	

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association.

iii. To make, vary and repeal bye-laws for regulation of business of the Company and duties of officers and employees.

iv. Subject to Sections 179 and 188 of the Act and Applicable Laws to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.

v. Subject to the provisions of the Act and Applicable Laws, to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in Shares, bonds, Debentures, mortgages, or other securities of the Company, and such Shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon all or any part of the property of the Company and its uncalled Capital or not so charged;

vi. To secure the fulfilment of any contracts or engagement 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 Company being or in such manner as they may think fit;

vii. To accept from any member, as far as may be permissible by law, a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed;

viii. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular buy the issue of Debenture or Debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future).

ix. To open and deal with current account, overdraft accounts with any bank/banks for carrying on any business of the Company.

x. To appoint any Person (whether incorporated or not) to accept and hold in

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		trust for the Company and property belonging to the Company, in which it is interested, or for any other purposes; and execute such deeds and do all such things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees; xi. To institute, conduct, defend, compound, refer to arbitration 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 debts due, and of any claim or demands by or against the Company. xii. To refer any claims or demands or differences by or against the Company or to enter into any contract or agreement for reference to arbitration, and observe, enforce, perform, compound or challenge such awards and to take proceedings for redressal of the same.; xiii. To act as trustees in composition of the Company's debtors and/or act on behalf of the Company in all matters relating to bankrupts and insolvents; xiv. To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company. xv. Subject to the provisions of Sections 179 and 186 of the Act, to invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such security (not being Shares of this Company), or without security and in such manner as they think fit, and from time to time to vary the size of such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name; xvi. 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 whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present or future) as they think fit, and any	

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		such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon. xvii. To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividends, warrants, releases, contracts and documents and to give the necessary authority for such purpose; xviii. Subject to provisions of Applicable Law, to give a Director or any officer or any other person whether employed or not by the Company, Share or Shares in the profits of the Company, commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company; xix. To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or by grants of money, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions; funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit; xx. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of public and general utility or otherwise; xxi. Before recommending any Dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund, or to an Insurance Fund, or as a Reserve Fund, or Sinking fund, or any Special Fund to meet	

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			contingencies or to repay Debentures or Debenture stock, or for special dividends or for equalized dividends or for repairing, improving, extending and maintaining any of the property of the Company or for such other purpose (including the purposes referred to in the preceding clause), as the Board may, in their absolute discretion, think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested upon such investments(other than Shares of the Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expand all or any part thereof for the benefit of the Company, in such manner and for such purpose as the Board in their absolute discretion think conducive to the interest of the Company, notwithstanding that the matters to which the Board 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 into such special Funds as the Board may think fit, with full power to transfer the whole, or any portion of a Reserve Fund or division of a Reserve Fund to another Reserve Fund or division, of a Reserve Fund and with full power 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 Debentures or Debenture stock, and without being bound to keep the same, separate from the other assets ,and without being bound to pay interest on the same with power, however, to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper. xxii. Subject to the provisions of the Act to appoint, and at their discretion remove or suspend such general managers, managers, secretaries, assistants, supervisor, clerks, agents and servants of permanent, temporary or special services as they may for time to time think fit, and to determine	

		their powers and duties and fix their salaries or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit also from time to time provide for the management and transaction of the affairs of the Company in any specified locality in India, or elsewhere in such manner as they think fit; and the provisions contained in the four next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause. xxiii. To comply with the requirements of any local law which in their opinion it shall, in the interest of the Company, be necessary of expedient of comply with; xxiv. Subject to applicable provisions of the Act and Applicable Law made thereunder, to appoint purchasing and selling agents for purchase and sale of Company's requirement and products respectively. xxv. 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 elsewhere and to appoint any persons to the members of such local boards and to fix their remuneration. xxvi. Subject to Section 179 & 180 of the Act from time to time and at any time, delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board, other than their power to make calls or to make loans or borrow or moneys, and to authorise the Members for the time being of any such local board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation. xxvii. At any time and from time to time by power of attorney under the Seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such	

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		powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also, except in their limits authorised by the Board, the power to make loans and borrow money') and for' such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the Members of any Local Board, established as aforesaid or in favour of any Company, or the Share holders, Directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly by the Board and any such power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them; xxviii. Subject to Sections 184 and 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such contracts, agreements and to execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient; xxix. Subject to the provisions of the Act, the Board may pay such remuneration to Chairperson / Vice Chairperson of the Board upon such conditions as they may think fit. xxx. To take insurance of any or all properties of the Company and any or all the employees and their dependants against any or all risks. xxxi. To take insurance on behalf of its managing Director, whole-time Director, manager, Chief Executive Officer, Chief Financial Officer or Company Secretary or any officer or employee of the Company for indemnifying any of them against any	

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		liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company.	
		Proceedings of the Board	
93.	(1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.	When meeting to be convened
	(2)	The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.	Who may summon Board meeting
	(3)	The quorum for a Board meeting shall be as provided in theAct.	Quorum for Board meetings
	(4)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	Participation at Board meetings
94.	(1)	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.	Questions at Board meeting how decided
	(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	Casting vote of Chairperson at Board meeting
95.		The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose	Directors not to act when number falls below minimum
96.	(1)	The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.	Who to preside at meetings of the Board

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		If an Individual is appointed or reappointed by the company as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time, in that case, such person shall preside at all meetings of the Board as well as General meetings of the Company. Otherwise, the Board may elect a Chairperson, and determine the period for which he is to hold office. The Managing Director may also be appointed by the Board as the Chairperson.	
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.	Directors to elect a Chairperson
97.	(1)	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit	Delegation of powers
	(2)	Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board	Committee to conform to Board regulations
	(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law	Participation at Committee meetings
98.	(1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	Chairperson of Committee
	(2)	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Who to preside at meetings of Committee
99.	(1)	A Committee may meet and adjourn as it thinks fit.	Committee to meet
	(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present	Questions at Committee meeting how decided
	(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.	Casting vote of Chairperson at Committee meeting

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100.		All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director	Acts of Board or Committee valid notwithstanding defect of appointment
101.		Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.	Passing of resolution by circulation
		Chairman cum Managing Director, Managing Director, Whole-time Director, Chief Executive Officer, Manager, Chief Financial Officer and Company Secretary	
102.	(1)	Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its member or members as Chairman cum Managing Director or Managing Director(s) or Whole-time Director(s) of the Company for fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit. Subject to the provisions of these Articles the Board may by resolution vest in such Chairman cum Managing Director or Managing Director(s) or Whole-time Director(s) such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine. Subject to the Article above, the powers conferred on the Chairman cum Managing Director or Managing Director(s) or Whole-time Director(s) shall be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as the Board may think fit and it may confer such powers either collateral with or to the exclusion of and in substitution of all or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. The Chairman cum Managing	Chairman cum Managing Director/ Managing Director/ Whole-time Director

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		Director or Managing Director(s) or Whole-time Director(s) shall not exercise any powers under Applicable Laws except such powers, which can be delegated under the Act and specifically delegated by a resolution of the Board.	
	(2)	The Board of Directors may, subject to Section 179 of the Act and Applicable Laws, entrust to and confer upon a Chairman cum Managing Director or Managing Director(s) or Whole-time Director(s) any of the powers exercisable by them, upon such terms and conditions and with such restrictions, as they may think fit and either collaterally with or to the exclusion of their own powers and may, from time to time, revoke, withdraw or alter or vary all or any of such powers.	Delegation of Powers subject to Restrictions
	(3)	(a) Subject to the provisions of the Act and Applicable Laws, a Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses. (b) A director may also be appointed as chief executive officer, manager, company secretary or chief financial officer.	
		Registers	
103.		The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name, register of Directors and Key Managerial Personnel and their shareholding and register of contracts and arrangements in which directors are interested and any such register as required under Applicable Laws, for such duration as the Board may, unless otherwise prescribed under Applicable Laws, decide, and in such manner and containing such	Statutory registers

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		particulars as prescribed under Applicable Laws. The registers and copies of annual return and other registers shall, where applicable and required under the applicable laws, be open for inspection during business hours of the Company, not being less than two (2) hours on any working day, as may be fixed by the Company Secretary or any other person authorized by the Board of the Company, from time to time, at the registered office of the Company by the persons entitled thereto on payment, where required, of Rs. 50/- per register per inspection and copy of any specific extract, where allowed and required under the applicable laws, upon the payment of Rs. 10 (ten rupees) per page, or such amount as may be laid by the Board but not exceeding the limits prescribed under Applicable Laws, Such registers shall be kept under the custody of the Company Secretary of the Company or any other person authorized by the Board for the purpose.	
104.		(a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register. (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, *mutatis mutandis,* as is applicable to the register of members	Foreign register
		The Seal	
105.		The Board shall provide for the safe custody of the seal	The seal, its custody and use
		Dividends and Reserve	
106.		The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend	Company in general meeting may declare dividends
107.		Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit	Interim dividends

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108.	(1)	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.	Dividends only to be paid out of profits
	(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of profits
109.	(1)	Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.	Division of profits
	(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	Payments in advance
	(3)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	Dividends to be apportioned
110.	(1)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.	Company's right to reimbursement there from
	(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares	Retention of dividends
111.	(1)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic	Dividend how remitted

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		mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct	
	(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Instrument of payment
	(3)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made	Discharge to Company
112.		Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share	Receipt of one holder sufficient
113.		No dividend shall bear interest against the Company	No interest on dividends
114.		The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	Waiver of dividends
		Accounts	
115.	(1)	The Company shall keep at the registered office or at such other place in India as the Board thinks fit, proper books of account and other relevant books and papers and financial statement for every financial year in accordance with Section 128 of the Act. Where the Board decides to keep all or any of the Books of Account at any place in India other than the registered office of the Company the Company shall within seven days of the decision file with the Registrar a notice in writing giving, the full address of that other place	

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	(2)	The Company shall preserve in good order the books of account relating to the period of not less than eight years preceding the current year together with the vouchers relevant to any entry in such Books of Account.	
	(3)	Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with the preceding Article if proper Books of Account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to date at intervals of not more than three months are sent by the branch office to the Company at its registered office or at any other place in India, at which the Company's Books of Account are kept as aforesaid.	
	(4)	The books of account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain its transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting. The Books of Account and other books and papers shall be open to inspection by any Directors during business hours.	
	(5)	Preparation of revised financial statements or Boards' Report: Subject to the provisions of Section 131 of the Act and the Applicable Law made thereunder, the Board may require the preparation of revised financial statement of the Company or a revised Boards' Report in respect of any of the three preceding financial years, if it appears to them that (a) the financial statement of the Company or (b) the report of the Board do not comply with the provisions of Section 129 or Section 134 of the Act.	
	(6)	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.	Places of keeping accounts

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	(7)	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.	
		Audit	
116.	(1)	Statutory Auditors and Cost Auditors, if any, shall be appointed and their rights and duties regulated in accordance with Applicable Laws. Where applicable, a Secretarial Auditor, Internal Auditor or any other Auditor shall be appointed by the Board and their rights and duties shall be regulated in accordance with Applicable Laws.	Auditors to be appointed
	(2)	Subject to the provisions of Section 139 of the Act and Applicable Laws, the Statutory Auditors of the Company shall be appointed for a period of five consecutive years, subject to ratification by members at every annual general meeting. Provided that the Company may, at a General Meeting, remove any such Auditor or all of such Auditors and appoint in his or their place any other person or persons as may be recommended by the Board, in accordance with Section 140 of the Act or Applicable Laws	Statutory Auditors
	(3)	The remuneration of the Statutory Auditors shall be fixed by the Company in Annual general meeting or in such manner as the Company in general meeting may determine. The Board subject to ratification by the shareholders shall determine remuneration of Cost Auditors. The Board shall fix remuneration of Secretarial Auditor, Internal Auditor or any other Auditors.	Remuneration of Auditors
		Winding up	
117.		Subject to the applicable provisions of the Act and the Rules made thereunder - (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not. (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to	

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		be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
		Authentication of Documents	
118.	(1)	Any Director or the Company Secretary or any officer appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any books, records, documents and accounts relating to the business of the Company and to certify copies or extracts thereof; and where any books, records documents or accounts are then, at the office, the local manager or other officer of the Company having the custody thereof, shall be deemed to be a person appointed by the Board as aforesaid.	Power to authenticate documents
	(2)	Document purporting to be a copy of resolution of the Board or an extract from the minutes of meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be that extract is a true and accurate records of a duly constituted meeting of the Directors.	
		Service of Notice and Documents	
119.	(1)	A document or notice may be served or given by the Company on any member either personally or sending it by post or by delivery or by such electronic or other mode, as may be prescribed under Applicable Laws, to his registered address or if he has no registered address in India to the address, if any, in India supplied by him to the Company for serving documents or notices on him, as prescribed under in Section 20 of the Act and Applicable Law made thereunder. A document may be served on any member by the Company by sending it to him by post or by	Service of documents and notice

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		registered post or by speed post or by courier or by delivery to his registered address or by such electronic or other mode as may be prescribed under Applicable Laws or where the shareholder has made a special request for delivery of the document through a particular mode of services, then the member shall be charged in advance equivalent to the estimated actual expenses for delivery of the documents and such requisite fee shall be payable by the member to the Company at least one week in advance of the despatch of the document and thereafter no such request shall be entertained by the Company.	
	(2)	A document or notice advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly served or sent on the day on which the advertisement appears to every member who has no registered address in India and has not supplied to the Company an address within India for serving of documents on or the sending of notices to him.	Newspaper advertisement of notice to be deemed duly serviced
	(3)	A document or notice may be served or given by the Company on or given to the joint-holders of a Share by serving or giving the document or notice on or to the joint-holders named first in the Register of Members in respect of the Share.	Notice to whom served in case of joint shareholders
	(4)	A document or notice may be served or given by the Company on or to the persons entitled to a Share in consequence of the death or insolvency of a member by sending it through post in a prepaid letter addressed to him or them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description, at the address if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.	Notice to be served to representative
	(5)	Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore on or to (a) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member, (b) every Director of the Company and (c) the Auditor(s) for the time being of the Company.	Service of notice of General Meetings

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	(6)	Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such shares, previously to his name and address being entered on the Register of Members, shall have been duly served on or given to the person from whom he derives his title to such shares.	Members bound by notice
	(7)	Any document or notice to be served or given by the Company may be signed by a Director or some person duly authorised by the Board of Directors for such purpose and the signatures thereto may be written, printed or lithographed	Documents or notice to be signed
	(8)	All documents or notices to be served or given by members on or to the Company or any office thereof shall be served or given by sending it to the Company or officer at the office by post under a certificate of posting or by registered post, or by leaving it at the office or by such other electronic means as prescribed in Section 20 of the Act and the Applicable Law made thereunder.	Notice to be served by post or other electronic means
		Any information in the form of a micro film of a document or image or a facsimile copy or any statement in a document included in a printed material produced by a computer shall be deemed to be a document and shall be admissible in any proceedings without further production of original, provided the conditions referred in Section 397 are complied with. All provisions of the Information Technology Act, 2000 relating to the electronic records, including the manner and format in which the electronic records shall be filed, in so far as they are consistent with the Act, shall apply to the records in electronic form under Section 398 of the Act.	Admissibility of micro films, computer prints and documents to be treated as documents and evidence
		Secrecy	
120.		Every manager, Auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all bonafide transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which	

		may come to his knowledge In the discharge of his duties except when required to do so by the Directors or by any general meeting or by the law of the country and except so far as maybe necessary in order to comply with any of the provisions in these presents and the provisions of the Act. Subject to the provisions of these Articles and the Act no member, or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or to examine the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or 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 of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be expedient in the interest of the Company to communicate.	
		Bonafide Exercise of Membership Rights	
121.		Every Member and other Security holder will use rights of such Member/ security holder as conferred by Applicable Law or these Articles bonafide, in best interest of the Company or for protection of any of the proprietary interest of such Member/security holder, and not for extraneous, vexatious or frivolous purposes. The Board shall have the right to take appropriate measures, and in case of persistent abuse of powers, expulsion of such Member or other Security holder, in case any Member/Security holder abusively makes use of any powers for extraneous, vexatious or frivolous purposes	
		Indemnity	
122.	(1)	For the purpose of this Article, the following expressions shall have the meanings respectively assigned below: "Claims" means all claims for fine, penalty, amount paid in a proceeding for compounding or immunity proceeding, actions, prosecutions, and proceedings, whether civil, criminal or regulatory;	

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Company Secretary

		"Indemnified Person" shall mean any Director, officer or employee of the Company, as determined by the Board, who in bonafide pursuit of duties or functions or of honest and reasonable discharge any functions as a Director, officer or employees, has or suffers any Claims or Losses, or against whom any Claims or Losses are claimed or threatened; "Losses" means any losses, damages, cost and expense, penalties, liabilities, compensation or other awards, or any settlement thereof, or the monetary equivalent of a non-monetary suffering, arising in connection with any Claim;	
	(2)	Where Board determines that any Director, officer or employee of the Company should be an Indemnified Person herein, the Company shall, to the fullest extent and without prejudice to any other indemnity to which the Indemnified Person may otherwise be entitled, protect, indemnify and hold the Indemnified Person harmless in respect of all Claims and Losses, arising out of, or in connection with, the actual or purported exercise of, or failure to exercise, any of the Indemnified Person's powers, duties or responsibilities as a Director or officer of the Company or of any of its subsidiaries, together with all reasonable costs and expenses (including legal and professional fees). The Company shall further indemnify the Indemnified Person and hold him harmless on an 'as incurred' basis against all legal and other costs, charges and expenses reasonably incurred in defending Claims including, without limitation, Claims brought by, or at the request of, the Company and any investigation into the affairs of the Company by any judicial, governmental, regulatory or other body. The indemnity herein shall be deemed not to provide for, or entitle the Indemnified Person to, any indemnification against: a. Any liability incurred by the Indemnified Person to the Company due to breach of trust, breach of any statutory or	Indemnification

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Shruti Agarwal
Company Secretary

		contractual duty, fraud or personal offence of the Indemnified Person; b. Any liability arising due to any benefit wrongly availed by the Indemnified Person; c. Any liability on account of any wrongful information or misrepresentation done by the Indemnified Person d. The Indemnified Person shall continue to be indemnified under the terms of the indemnities in this Deed notwithstanding that he may have ceased to be a Director or officer of the Company or of any its subsidiaries.	

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Shruti Agarwal

Company Secretary

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We, the several person whose name, addresses and descriptions are subscribed below are desirous of being formed into a Company in pursuance of the Memorandum / Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names: -

Signatures, Names, Addresses, Father's Name, Description & Occupation of each Subscriber	Number of Equity Shares to be taken by each Subscriber	Signature, Names, Addresses, Description, Occupation and Membership No. Of Witness
Mahabir Prasad Agrawal S/o Late Jamuna Prasad Agrawal 391, S.N. Roy Road Kolkata-700038 Business	8000 (eight Thousand only)	Witness to all Signatories Sandip Kumar Agrawal, FCS Ban Sarani 4 SDE, 21 Hemanta Kolkata. 700001 CS CP: 2871 Occ: Profession
B D Agrawal Basudeo Agrawal S/o Late Jamuna Prasad Agrawal 391, S.N. Roy Rd, Kolkata – 700038 Business	7000 (Seven thousand only)	
Sunil Kumar Agrawal S/o. Sri. Mahabir Prasad Agrawal 391, S.N. Roy Road Kolkata – 700038 Business	7000 (Seven thousand only)	
TOTAL	—	

Kolkata, Dated 16th day of March, 2010

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Shruti Agarwal

Company Secretary

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We, the several person whose name, addresses and descriptions are subscribed below are desirous of being formed into a Company in pursuance of the Memorandum / Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Signature, Names, Addresses, Father's Name, Description & Occupation of each Subscriber	Number of Equity Shares to be taken by each Subscriber	Signature, Names, Addresses, Description, Occupation and Membership No. Of Witness
Kanta Devi Agrawal Kanta Devi Agrawal D/o. Late Sagarmal Kanodia 391, S.N. Roy. Road, Kolkata 700038 Housewife	7000 (seven thousand only)	Witness to all Signatories Sandip Kumar Jaiswal, FCS # 506, 21 Hemanta Basu Sarani Kolkata. 700001 FCS CP: 3682 Occ: Profession
Manju Agrawal Manju Agrawal D/o. Late. Lokenath Khaitan 391, S.N. Roy Road, Kolkata-700038 House Wife.	7,000 (Seven Thousand only)	
TOTAL	—	

Kolkata, Dated 16th day of March, 2010

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Signatures, Names, Addresses, Father's Name, Description & Occupation of each Subscriber	Number of Equity Shares to be taken by each Subscriber	Signature, Names, Addresses, Description, Occupation and Membership No. Of Witness
Prachi Agrawal Prachi Agrawal D/o Sunil Kumar Agrawal 391, S.N. Roy Road, Kolkata - 700038 Student	7000 (Seven thousand only)	Witness to all signatories Sandip Kumar Agarwal, FCA # 506, 21 Hemant Basu Sarani Kolkata - 700001 FCA CP: 3821 Occ: Profession
Agrawal Anirudha Agrawal S/O Sunil Kumar Agrawal 391, S.N. Roy ROAD Kolkata - 700038 Student	7,000 [Seven Thousand Only]	
TOTAL	50000 (fifty thousand)	

Kolkata, Dated 16th day of March, 2010

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Shruti Agarwal

Company Secretary