

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES  
(Incorporated under the Companies Act, 1956)

## **ARTICLES OF ASSOCIATION OF H.P. COTTON TEXTILE MILLS LIMITED**

**The following regulations in these Articles of Association were adopted pursuant to Member's resolution passed at 42<sup>nd</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2023 in substitution for, and to entire exclusion of, earlier regulations comprised in the extant Articles of Association of the Company.**

### **PRELIMINARY**

1. (1) The regulation contains in the Table marked 'F' in Schedule I of the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contain 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 thereto 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

### **INTERPRETATIONS**

2. (1) In these Articles –

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

“Articles” means these Articles of Association as originally framed or as altered from time to time.

“Board of Directors” or “Board”, means the collective body of the directors of the Company”

“Chief Executive Officer” means executive officer as defined under Section 2(18) of the Companies Act 2013.

“Chief Financial Officer” means Chief Financial Officer as defined under Section 2(19) of the Companies Act 2013

“Committee(s)” shall mean the duly constituted committee(s) of the Board.

“Company” means H.P. COTTON TEXTILE MILLS LIMITED.

“Directors” means the Directors of the Company for the time being.

“Dividend” includes bonus but excludes Bonus Shares.

“Independent Director” means an independent director referred to in sub-Section (6) of Section 149 of the Act.

“Key Managerial Personnel”, in relation to a Company, means:

- (i) The Chief Executive Officer or the Managing Director, or the Manager;
- (ii) the Company Secretary;
- (iii) The whole-time director;
- (iv) the Chief Financial Officer;
- (v) such other officer not more than one level below the directors who is in whole-time employment, designated as Key managerial personal by the Board; and
- (vi) such other officer as may be prescribed.

“Month” means calendar month.

“Managing Directors” means Managing Directors as defined under Section 2(18) of the Companies Act 2013

“Office” means Registered Office of the Company and includes “Corporate Office” for the time being.

“Proxy” includes Attorney duty constituted under a Power of Attorney.

“Register” means the Register of Members to be kept pursuant to Section 88 of the Act.

“Seal” means the Common Seal of the Company.

“Year” means a calendar year and “Financial Year” shall have the meaning assigned thereto in Section 2(41) of the Act.

“in writing” and “written” shall include printing, lithography and other modes of representing or reproducing words in a visible form.

- (2) Words importing the singular number shall include the plural number and words importing the 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 interpretation in these Articles shall bear the same meaning as in the Act.                       | Expressions in the Articles to bear the same meaning as in the Act |
| (4) | The marginal notes here to shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith. | Marginal Notes   |

**SHARE CAPITAL AND VARIATION OF RIGHTS**

- |     |  |  |
|-----|--|--|
| 3.  | The authorised share capital of the company will be as stated in the Clause V of the Memorandum from time to time, with power to increase or reduce the said authorized capital and to issue any part of its authorised capital with or without any priority or special privilege subject to the restrictions contained in the Act.  | Capital Clause                                     |
| 4.  | Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.  | Shares under control of Board                      |
| 5.  | Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.   | Directors may Allot shares Otherwise than for cash |
| 6.  | The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:<br>(a) Equity share capital:<br>i. with voting rights; and / or<br>ii. with differential rights as to dividend, voting or otherwise in accordance with the Rules; and<br>(b) Preference share capital   | Kinds of Share Capital                             |
| 7.  | (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—<br>(a) one certificate for all his shares without payment of any charges; or<br>(b) several certificates, each for one or more of his shares, upon payment of fifty rupees for each certificate after the first. | Issue of certificate                               |
| (2) | Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a director and  | Signing of share certificate                       |

the company secretary, wherever the company has appointed a company secretary:

Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.

- |     |  |  |
|-----|--|--|
| (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  |
| 8.  | A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.   | Option to receive share certificate or hold shares with depository                   |
| 9.  | Notwithstanding anything contained herein and subject to the provisions of the Act, the Company shall be entitled to admit its shares, debentures, and other securities for dematerialisation pursuant to the Depositories Act and to offer its shares, debentures, and other securities for subscription in a dematerialised form. The Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both in physical and dematerialized form in any medium as permitted by law including any form of electronic medium.             | Issue in Dematerialised form   |
| 10. | If any share certificate be worn out, defaced, mutilated, or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fifty rupees for each certificate. | Issue of new certificate in place of one defaced, lost or destroyed                  |
| 11. | 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. |
| 12. | 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 articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.  | No person shall be recognized as holding any share upon any trust                    |

13.	(1)	The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.	Power to pay commission in connection with securities issued
	(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.	Rate of commission in accordance with Rules
	(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
14.	(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 section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.	Variation of members' rights
	(2)	To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply.	Provisions as to general meetings to apply mutatis mutandis to each meeting
15.		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
16.		Subject to the provisions of Section 55 of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.	Power to issue redeemable preference shares
17.	(1)	The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to –	Further issue of share capital
	(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.

- (2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules. Mode of further issue of shares

#### **LIEN**

18. (1) The Company shall have a first and paramount lien - Company's lien on shares
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
- Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (2) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares. Lien to extend to dividends, etc.
- (3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien. Waiver of lien in case of registration
19. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: As to enforcing lien by sale
- 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.
20. (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 Validity of Company's receipt

good title to the share and the purchaser shall be registered as the holder of the share.

- |     |   |  |
|-----|---|--|
| (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   |
| 21. | (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  |
| 22. | 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. | Outsider's lien not to affect Company's lien                               |
| 23. | The provisions of these Articles relating to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.  | Provisions as to lien to apply <i>mutatis mutandis</i> to debentures, etc. |

#### **CALLS ON SHARES**

- |     |   |                                    |
|-----|---|------------------------------------|
| 24. | (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.<br><br>Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call | 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 |

25.	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.	Call to take effect from date of resolution
26.	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
27.	(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.	When interest on call or instalment payable
	(2) The Board shall be at liberty to waive payment of any such interest wholly or in part.	Board may waive interest
28.	(1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.	Sums deemed to be calls
	(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
29.	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
30.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	Instalments on shares to be duly paid
31.	All calls shall be made on a uniform basis on all shares falling under the same class.	Calls on shares of same class to be on uniform basis
	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.	



32. 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

33. 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 OF SHARES

34. (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.

35. 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

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

Board may decline to recognize instrument of transfer

(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.

37. 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:

Transfer of shares when suspended

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.

- |     |  |  |
|-----|--|--|
| 38. | The provisions of these Articles relating to transfer of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company. | Provisions as to transfer of shares to apply <i>mutatis mutandis</i> to debentures, etc. |
|-----|--|--|

#### TRANSMISSION OF SHARES

- |     |   |                                      |
|-----|---|--------------------------------------|
| 39. | (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 |
|     | (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     |
| 40. | (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 herein-after provided, elect, either -<br>(a) to be registered himself as holder of the share; or<br>(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             |
| 41. | (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     |

42. 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:

Claimant to be entitled to same advantage

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.

43. 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**

44. If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

If call or instalment not paid notice must be given

45. The notice aforesaid shall—

Form of notice

(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.

46. 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

47. 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

Receipt of part amount or grant of indulgence not to affect forfeiture

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.

48.	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
49.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	Effect of forfeiture
50.	(1) A forfeited share may be sold or otherwise disposed of 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 or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	Cancellation of forfeiture
51.	(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 realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.	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.	Cesser of liability
52.	(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	Transferee not affected

or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

- |     |  |  |
|-----|--|--|
| 53. | Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.                            | Validity of sales  |
| 54. | 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                           |
| 55. | 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  |
| 56. | 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  |
| 57. | The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.   | Provisions as to forfeiture of shares to apply <i>mutatis mutandis</i> to debentures, etc. |

#### **ALTERATION OF CAPITAL**

- |     |  |                              |
|-----|--|------------------------------|
| 58. | Subject to the provisions of the Act, the Company may, by ordinary resolution -<br>(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;<br>(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:<br>Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;<br>(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;<br>(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;<br>(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person. | Power to alter share capital |
|-----|--|------------------------------|

59. 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 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.
60. The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, —
- (a) its share capital; and/or
- (b) any capital redemption reserve account; and/or
- (c) any securities premium account; and/or
- (d) any other reserve in the nature of share capital.

Shares may be converted into stock

Right of stockholders

Reduction of capital

#### JOINT HOLDERS

61. 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 instalments and other payments which ought to be made in respect of such share.
- (b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

Joint-holders

Liability of Jointholders

Death of one or more joint-holders

- |   |   |
|---|---|
| (c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.   | Receipt of one<br>Sufficient  |
| (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.  | Delivery of<br>certificate and<br>giving of notice to<br>first named holder                           |
| (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 jointholders 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. | Vote of jointholders  |
| (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.  | Executors or<br>administrators as<br>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.  | Provisions as to<br>joint holders as<br>to shares to apply<br>mutatis mutandis<br>to debentures, etc. |

#### **CAPITALISATION OF PROFITS**

- |   |                 |
|---|-----------------|
| 62. (1) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve —  | Capitalisation  |
| (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 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 :  | Sum how applied |
| (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).   |                 |

- (3) A securities premium account and a capital redemption reserve account may, for the purposes of this article, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (4) The Board shall give effect to the resolution passed by the company in pursuance of this article.
63. (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.
- (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 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.

Powers of the Board for capitalisation

Board's power to issue fractional certificate/coupon etc.

Agreement binding on members

#### **BUY-BACK OF SHARES**

64. Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

Buy-back of shares

#### **GENERAL MEETINGS**

65. All general meetings other than annual general meeting shall be called extraordinary general meeting.
66. (a) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (b) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Extraordinary general meeting

Powers of Board to call extraordinary general meeting



## PROCEEDINGS AT GENERAL MEETINGS

67.	(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 in the Act.	Quorum for general meeting
68.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company	Chairperson of the meetings
69.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.	Directors to elect a Chairperson
70.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.	Members to elect a Chairperson
71.	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
72.	(1) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.	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



	(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.	
77.	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.	Voting through electronic means
78.	(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 jointholders
	(2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Seniority of names
79.	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 <i>non compos mentis</i> and minor may vote
80.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty-eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members, etc.
81.	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
82.	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
83.	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
84.	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
85.	(1) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	Objection on Qualification of Voter

- |     |   |  |
|-----|---|--|
| (2) | Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive | Chairperson decision shall be final on Objection |
|-----|---|--|

**PROXY**

- |     |  |  |
|-----|--|--|
| 86. | (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                   |
|     | (2) The instrument appointing a proxy and the power-of attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.  | Proxies when to be deposited                             |
| 87. | An instrument appointing a proxy shall be in the form as prescribed in the Rules.  | Form of proxy  |
| 88. | 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:<br><br>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**

- |     |  |   |
|-----|--|---|
| 89. | Subject to Section 149 of the Act, the number of the Directors of the Company shall not be less than three and not more than fifteen. Provided that this limit of 15 Directors can be increased by way of special resolution at a general meeting  | No. of Directors  |
| 90. | The following shall be the first Directors of the Company:<br><br>1. Shri Arjun Das Agarwal<br>2. Shri Krishan Kumar Agarwal<br>3. Shri Kailash Kumar Agarwal  | First Directors   |
| 91. | (1) The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.<br><br>(2) The Managing Director shall not while he continues to hold the office be subjected to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the retirement of Directors or in fixing the | Directors not liable to retire by rotation<br><br>Managing Director shall not be liable to retire by rotation |

	<p>number of Directors to retire, subject to the provisions of any contract between him and the Company. He shall, however, be subjected to the same provisions as to resignation and removal as applicable to the other Directors of the Company and he shall ipso facto cease to be a Managing Director, if he ceases to hold the office of the Director from any cause.</p>	
	<p>(3) 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.</p>	<p>Same individual may be Chairperson and Managing Director/ Chief Executive Officer</p>
92.	<p>(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.</p>	<p>Remuneration of directors</p>
	<p>(2) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by a resolution passed by the Company in general meeting.</p>	<p>Remuneration to require members' consent</p>
	<p>(3) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—</p> <p>(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or</p> <p>(b) in connection with the business of the Company.</p>	<p>Travelling and other expenses</p>
93.	<p>All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.</p>	<p>Execution of negotiable instruments</p>
94.	<p>(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.</p>	<p>Appointment of additional directors</p>
	<p>(2) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.</p>	<p>Duration of office of additional director</p>
95.	<p>(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.</p>	<p>Appointment of alternate director</p>

- |         |   |   |
|---------|---|---|
| (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. | Re-appointment provisions applicable to Original Director       |
| 96. (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 THE BOARD OF DIRECTORS**

- |     |  |   |
|-----|--|---|
| 97. | Subject to provisions of section 179 and section 180 of the Companies Act, 2013 and these Articles and without prejudice to the other powers conferred by the Articles the Board shall have power to borrow from time to time at their discretion by resolution passed at a meeting of the Board and not by Circular Resolution to accept deposits from members of the Company, either in advance of calls or otherwise and generally to raise or borrow or secure the payment or any sum of money for the purposes of the Company, provided that the aggregate of the amount borrowed at any time together with moneys already borrowed by the Company (apart from temporary loans as defined in the Act, obtained from the Company's bankers in the ordinary course of business) and remaining outstanding and undischarged at that time shall not without the consent of the Company in General Meeting exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose. | Powers to borrow  |
| 98. | Subject to the provisions of the Act and these Articles, the Board may raise and secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures, debenture stock or any mortgage or charge or ether security on 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                       |
| 99. | Any bonds, stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.   | Bonds, debentures etc. to be under the control of the directors |

100.	Debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.	Securities may be assignable free from equities
101.	Any bonds, debentures, debenture stock, or other securities except shares may be issued at a discount, premium or otherwise and with any special privilege and conditions as to redemption, surrender, drawing allotment of shares, as well as attending and voting at General Meeting. Provided that debentures with the right of conversion into shares shall not be issued except in conformity with the provisions of Section 62 of the Act.	Issue at discount etc. or with special privilege
102.	Subject to the provisions of the Act and these Articles, if the Directors or any of them or any other person shall incur or be about to incur any liability for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	Indemnity may be given
103.	If any uncalled capital of the Company is included or is charged by way of any mortgage or other security, the Directors shall subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled capital
104.	Subject to the provisions of the Act, the Board shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise and do in furtherance of its objects specified in the Memorandum of Association for which the Company is established, except such powers as are required by the Act or the Memorandum or Articles of Association of the Company to be exercised or done by the Company in general meeting. In exercising any such powers or doing any such acts or things, the Board shall be subject to the provisions contained in that behalf in the Memorandum or Articles of the Company or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in general meetings provided no such regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	General Powers
105.	(1) The Directors may appoint a secretary and/or a consultant and/or an adviser on such terms at such remuneration and upon such conditions they may think fit and any Secretary or consultant or adviser so appointed may be removed by the Directors.  (2) A Director may be appointed as a secretary and/or consultant and/or advisor.	Secretary or consultants etc.
106.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and the Manager or Secretary shall not be satisfied by its being done by or to the same person acting both as director and or in place of the manager or secretary.	

### PROCEEDINGS OF THE BOARD

- |      |     |  |  |
|------|-----|--|--|
| 107. | (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 the Act.  | 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                      |
| 108. | (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         |
| 109. |     | 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 |
| 110. |     | The Directors may from time to time elect one of their member to be the Chairman of the Board of Directors and determine the period for which he is to hold office.  | Chairman   |
| 111. | (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              |
|      | (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                     |
| 112. | (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
113. (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
114. (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
115. 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
116. 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

**CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY  
AND CHIEF FINANCIAL OFFICER**

117. (a) Subject to the provisions of the Act,—
- A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
- Chief Executive  
Officer, Manager,  
Company  
Secretary and  
Chief Financial  
Officer
- (b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- Director may be  
chief executive  
officer, etc.

**REGISTERS**

118. The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.
- Statutory registers
119. (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.
- Foreign 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.

**THE SEAL**

120. (1) The Board shall provide a common seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof and the board shall provide for the safe custody of the seal for the time being.
- The Seal its custody  
and use

- |     |  |                    |
|-----|--|--------------------|
| (2) | The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence. | Affixation of seal |
|-----|--|--------------------|

**DIVIDENDS AND RESERVE**

- |      |   |  |
|------|---|--|
| 121. | 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 |
| 122. | 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                                |
| 123. | (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                         |
| 124. | (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                      |

125.	(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.	No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom
	(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
126.	(1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.	Dividend how remitted
	(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
127.	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
128.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of Dividend
129.	No dividend shall bear interest against the Company.	No interest on Dividends
130.	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**

131.	The Company shall keep at its Registered Office proper books of accounts as required by the Act.	Books of Accounts to be kept
	Provided that all or any of the Books of Accounts of the Company may be kept at such other place as the Board of Directors may decide and when the	

Board decides, 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.

- |      |   |                            |
|------|---|----------------------------|
| 132. | (1) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.   | Inspection by<br>Directors |
|      | (2) The Directors shall from time to time, determine whether and to what extent and at what times and places and under what conditions or regulation the accounts, book and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspecting any accounts, books or document of the Company except as conferred by the statute or authorised by the Directors or by a resolution of the Company in general meeting. | Inspection by<br>Members   |

#### **DOCUMENTS AND SERVICE OF DOCUMENTS**

- |      |   |  |
|------|---|--|
| 133. | A document (which expression for this purpose shall be deemed to include and shall include any summon, notice requisition, process, order, judgement or any other document in relation to or in the winding up of the Company) may be served or sent by the Company on or to any member in the manner prescribed by the Act.                        | Service of<br>documents                                      |
| 134. | Every person, who by operation of law, transfer, or by other means whatsoever, shall become entitled to any shares, shall be bound by every document in respect of such which, previously to his name and address being entered on the register shall have been duly served on or sent to the person from whom he derives his title to such shares. | Members bound<br>by documents<br>sent to previous<br>holders |
| 135. | All notices to be given on the part of member shall be left at or sent by registered post or under certificate of posting to the registered office of the Company.  | Service of notice<br>by members                              |
| 136. | Any notice to be given by the Company shall be signed by the Managing Director or Secretary, or such other Director or Officer as the Board may appoint. The signature on any notice to be given by the Company may by written or printed or lithographed or be affixed by any other mechanical means.  | How notice to be<br>signed                                   |

#### **AUTHENTICATION OF DOCUMENTS**

- |      |   |                                |
|------|---|--------------------------------|
| 137. | Save as otherwise expressly provided in the act or these articles, a document or proceeding requiring authentication by the Company may be signed by a director, or secretary or an authorised officer of the Company and need not be under its seal. | Authentication of<br>documents |
|------|---|--------------------------------|

#### **WINDING UP**

- |      |  |                           |
|------|--|---------------------------|
| 138. | If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed to that as nearly as may be | Distribution of<br>assets |
|------|--|---------------------------|

possible, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up (other than the amount of calls paid in advance), at the commencement of the winding up, on the shares held by them respectively and if in a winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up at the commencement of the winding up, or which ought to have been paid up on the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

- (a) If the Company shall be wound up, Liquidator may, with the sanction of a special Resolution of the Company and any other sanctions required by the Act, divide amongst the members in specie or kind the whole or part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (b) For the propose aforesaid, the Liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members different class of members.
- (c) The Liquidator may, with the like sanction, vest the whole or any part of such assets m trustees upon such trust for the benefits of the contributories or any of them as, the Liquidator, with the like sanction thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Distribution of  
Assets in specie or  
kind

**SECURITY CLAUSE**

- 139. No member shall be entitled to visit or inspect the company's work without the permission of the Board or Manager or Secretary and to acquire, discovery of or any information in respect of any detail of Company's trading or any matter which is or may be in the nature of a trade secret, process or which may relate to the conduct of the business of the Company and which m the opinion of the Board will be inexpedient m the interest of the members of the Company to communicate to the public.

Security Clause

**INDEMNITY AND RESPONSIBILITY**

- 140. (a) Subject to the provisions of the Act, every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against and it shall be duty of Directors to pay out of funds of the Company all costs, losses and expenses (including travelling expenses) which any such Director, Manager, Secretary or officer or employee may incur or become liable to by reason of any contract entered into or deed done by him as such Director, Manager, Secretary or officer or employee or in any way in the discharge of his duties.

Director's and  
members right of  
Indemnity

(b) Subject as aforesaid every Director, Manager, Secretary or other officer or employee of the Company shall be indemnified against any liability incurred by them or him in defending any proceeding whether civil or criminal in which Judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under section 463 of the Act in which relief is given to him by the court.

(c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

Insurance

141. Subject to the provisions of the Act, no Director or other officer of the Company shall be liable for the acts, omissions, neglects, or default of any other Director or Officer or for joining in omission or other act of conformity, or for any loss or expenses suffered by the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, company, or Corporation, with whom any moneys securities, or effects shall be entrusted, or deposited, or for any loss occasioned by any error of judgement or oversight on his part or for any other loss or damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own willful misconduct or neglect or dishonesty.

Directors and other officers responsible for acts of others

#### **GENERAL POWER**

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

General power

Sl. No.	Name, Addresses and Occupation of subscribers	Signature of Subscribers	Name, Address, Description and Occupation of Witness
1	Kailash Kumar Agarwal S/o Shri Arjun Das Agarwal A-2/24, Model Town DELHI – 110009  Businessman	Sd./- K.K. Agarwal	<p>I witness the signatures of all the subscribers.</p> <p>Sd./-H.S. Rustogi S/o L. Nand Kishore Chartered Accountant M.N. 3093 4654/21, Daryaganj, New Delhi – 110002</p>
2	Arjun Das Agarwal S/o Late Sh. Huna Ram Agarwal 8723, Shidi Pura NEW DELHI- 110005  Businessman	Sd./- A.D. Agarwal	
3	Kashmiri Lal Agarwal S/o Late Sh. Huna Ram Agarwal 4-A, New Road Alipur CALCUTTA- 27  Businessman	Sd/- K.L. Agarwal	
4	Duni Chand Agarwal S/o Late Sh. Huna Ram Agarwal 49/34, General Ganj, KANPUR- 208001  Businessman	Sd/- D.C. Agarwal	
5	Krishan Kumar Agarwal S/o Late Sh. Huna Ram Agarwal 10-A, Vivekanand Road CALCUTTA- 7  Businessman	Sd/- K.K. Agarwal	
6	Ashok Kumar Agarwal S/o Shri Jai Narayan Agarwal 10-A, Vivekanand Road CALCUTTA- 7  Businessman	Sd/- A.K. Agarwal	
7	Ram Kumar Agarwal S/o Shri Sant Lal Agarwal C/o Rawalwasia Oil & General Mills Mandi Road, Hisar Haryana  Businessman	Sd/- R.K. Agarwal	

Place: Delhi

Dated the 22nd day of August, 1981