

(A COMPANY LIMITED BY SHARES)
DHAMPUR SUGAR MILLS LIMITED
(Incorporated under Companies Act, 1913)

Draft ARTICLES OF ASSOCIATION
OF
DHAMPUR SUGAR MILLS LIMITED

1. In these regulations :
 - a) “The Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant article in which the said term appears in these articles and any previous company law, so far as may be applicable.
 - b) “The Company” or “this Company” means **DHAMPUR SUGAR MILLS LIMITED**.
 - c) “Beneficial Owner” shall have the meaning assigned thereto in Section 2 of the Depositories Act, 1996.
 - d) “Depositories Act” means the Depositories Act, 1996 and include where the context so admits, any re-enactment or statutory modification thereof for the time being in force.
 - e) “Depository” means a Depository as defined in Section-2 of the Depositories Act, 1996.

INTERPRETATION:

2. Unless the context otherwise requires, word or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations becomes binding on the company.
3. The marginal notes and headings given in these presents shall not affect the construction hereof.

APPLICATION OF TABLE 'F':

4. Subject as hereinafter provided, the Regulations contained in Table 'F' in the Schedule I of the Companies Act, 2013 shall apply to the Company.

CAPITAL

5. The Authorized Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.
6. The Company have power to divide the shares in the capital into several classes with rights, privileges or conditions as may be determined and to issue Preference Shares redeemable at the option of the Company within a maximum period of Twenty Years with such right to dividend and other conditions, as may be determined.
7. The Company shall have the power to increase or reduce the capital for the time being of the Company and to divide the shares in the capital into several classes with rights, privileges or conditions as may be determined and to vary, modify, amalgamate or abort such rights, privileges or conditions in such manner as may for the time being be decided by the Company by Special resolution subject to Section 48 of the Act.

ALTERATION OF CAPITAL

8. The Company may, from time to time, by ordinary resolution increase the share capital by such Sum, to be divided into shares of such amount, as may be specified in the resolution.
9. The Company may, by ordinary resolution:
 - a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
 - b) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum.
 - c) Cancel any shares which, at the date of the passing of the resolution, have not been taken on agreed to be taken by any person.
10. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:
 - i. its share capital;
 - ii. any capital redemption reserve account; or
 - iii. any share premium account.

FURTHER ISSUE OF CAPITAL AND ALLOTMENT OF SHARES:

- 11. (i)** Subject to the Provisions of the Act and these Articles, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons on such terms and conditions, and at such times, as the Board thinks fit and with power to issue shares as fully or partly paid up including for consideration other than cash.

Provided that where the Directors decide to increase the issued capital of the Company by issue of further shares, the provisions of Section-62 of the Act will be complied with.

With the sanction of the Company in General Meeting the Board shall have full power to give to any person by issue of option, warrants, convertible security or otherwise a right to call for the allotment of any shares either at par or at a premium, and for such period and consideration, as the Board thinks fit.

NEW SHARES TO RANK WITH SHARES IN EXISTING CAPITAL:

- (ii) (a)** Except so far as otherwise provided by the conditions of issue, by these presents, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained with reference to instalment such class of shares.

(b) The Directors may, from time to time issue such non-voting equity shares upon such terms and conditions with such rights and privileges (including with regard to dividend) as may be thought fit subject to and to the extent permissible in accordance with the applicable provisions of the Companies Act, 2013 (including any statutory modification or amendment to or re-enactment thereof) or guidelines issued by any statutory authorities.

- 12.** Subject to the provisions of Section 55, any Preference Shares may with the sanction of any ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.
- 13. (i)** 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-fourth of the issued shares of that class or with the sanction of special resolution passed at the separate meeting of the holders of the shares of that class. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three –fourths of such other class of shareholders shall also be obtained.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class in question.

14. 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.

WHO MAY BE MEMBER:

15. Shares may be registered in the name of any person (including a minor through his legal guardian), Company or other body corporate.

TRUST NOT RECOGNISED:

16. (A) Save as herein otherwise provided, 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 as by law required, be bound to recognize any trust, by name or equitable or other claim to or interest in any such share or any fractional part of such share on the part of any other person whether or not it shall have express or other notice thereof.

(B) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus or service of notices and or any other matters connected with the Company and accordingly Company shall not (except as ordered by Court of competent jurisdiction or as by law required) be bound to recognize any beneficial trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

COMMISSION MAY BE PAID:

17. (i) Subject to the provisions of the Section 40 of the Act and Rules made there under, the Company may pay commission to any person in connection with the subscription to its securities.

(ii) The Company may pay a reasonable sum for brokerage as may be lawful.

BROKERAGE:

18. The Company shall have power to purchase any of its shares whether or not they are redeemable and may make payment out of capital in respect or such purchase subject to and to extent permissible in-accordance with the applicable provisions of the Act (including any statutory

modification or amendment to or re-enactment thereof) Rules made there under or guidelines issued by any statutory authority.

POWER TO ISSUE SHARES AT A PREMIUM:

- 19.** The Company shall have power to issue shares at a premium, but in doing so, the Company shall comply with the provisions of Section 52 of the Act or any statutory modifications thereof.

SWEAT EQUITY SHARES

- 20.** Subject to the provisions of the Act and other applicable provisions of the Law, the Company may with the approval of the shareholders by a special resolution in general meeting issue Sweat Equity Shares in accordance with such rules and guidelines issued by the Securities and Exchange Board of India and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.

CALLS ON SHARES:

- 21.** The Board may, from time to time, make calls upon the members in respect of any money 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.

The Board may call the unpaid amount on shares in one or more instalments.

Each member shall, pay to the Company at the time and times and place so specified, the amount called on his shares.

A call may be revoked or postponed at the discretion of the Board.

- 22.** A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalment instalments.
- 23.** The joint holders of the shares shall be jointly and severally liable to pay all calls in respect thereof.
- 24.** (i) If a sum called in respect of a shares is not paid before or on the day appointed for payment thereof, the person from whom the sum is due may be required to pay interest there on from the day appointed for payment thereof to the time of actual payment at such rate, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 25.** (i) 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

purpose of these regulations, be deemed to be call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

26. The Board:

(i) May, if it thinks fit, receive from any member willing to advance the same, all or any part of the money uncalled and unpaid upon any share held by him; and

(ii) Upon all or any of the money so advanced, may (until the same would but for such advance, become presently payable) pay interest at such rate as may be agreed upon between the Board and the member paying the sum in advance. The Director may at notice in writing. Moneys paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in the profits of the Company.

27. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the members sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these presents, and it shall not be necessary to prove the appointment of the Directors who made such call, not any other matters whatsoever, but the proof of the matter aforesaid shall be conclusive evidence of the debt.

TRANSFER AND TRANSMISSION OF SHARES

Execution of Transfer :

28. (i) Subject to the provisions of the Act, no transfer of shares shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee and attested has been delivered to the Company together with the certificate or certificates of the shares, or if no such certificate is in existence, along with the letter of allotment of shares. The instrument of transfer of any shares shall be signed both by the transferor and the transferee and shall contain the name and other particulars of the transferee and transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register in respect thereof. The provisions contained in Section 56 of the Act shall be duly complied with the respect of all transfers.

(ii) Notwithstanding anything contained in these Article, the Company shall be entitled to dematerialise its shares, debentures and other marketable securities and to offer the same for subscription to a dematerialised form and on the same being done, the Company shall further be

entitled to maintain a Register of Members with the data of Members holding shares both in material and dematerialised form in any media as permitted by law including any form electronic media either in respect of the existing shares or any future issue.

(iii) In the case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.

Application of Transfer:

29. Application for registration of the transfer of shares may be made either by the transferor or the transferee; provided that, where such application is made by the transferor, no registration shall in the case of partly paid shares be effected unless the Company gives notice of the application to the transferee in the manner prescribed by the Act and, subject to the provisions of articles 16 and 32 thereof, the Company shall unless objection is made by transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.

Notice of Transfer

30. Before registering any transfer tendered for registration the Company, may, if it so think fit, give notice by letter posted in the ordinary course to the registered holder that such transfer deed has been lodged and that, unless objection is taken, the transfer will be registered and if such registered holder fails to lodge an objection in writing at the Company's office within such number of days as may be prescribed or ten days, whichever is more, from the posting of such notice to him he shall be deemed to have admitted the validity of the said transfer. Where no notice is received by the registered holder, the Company shall be deemed to have decided not to give notice and in any event then non-receipt by the registered holder of any notice shall not entitle to make any claim of any kind against the Company.

Indemnity Against Wrongful Transfer:

31. Neither the Company nor its Directors shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties although the same may, by reason of any fraud or other cause not known to the Company or its Directors, be legally in operative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and the transferee, be liable to be set aside. And in every such case the person registered as transferee be liable to be set aside. And in every such case the person registered as transferee, his heirs, executors administrators and assigned

alone shall be entitled to be recognised as the holder of such shares and the previous holder shall so far as the Company is concerned be deemed to have transferred his whole title thereto.

In What Case To Decline To Register Transfer of Shares :

- 32.** Subject to the provisions of the Act, the Board, after assigning any reason for such refusal, may, within one month from the date on which the instrument of transfer was delivered to the Company, refuse to register any transfer of a share and may refuse to register a transfer to a transferee of whom the Board does not approve. Provided that registration of a transfer shall not be refused on the ground of the transfer being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever, except a lien on shares.
- 33.** Board may also decline to recognise any instrument of transfer:
- (i) If the instrument of transfer is not 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
 - (ii) If the instrument of transfer is not in respect of only one class of shares.
- 34.** All instruments of transfer which shall be registered shall be retained by the Company.
- 35.** If the Board refuses to register the transfer of any shares, the Company shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal.
- 36.** On giving not less than seven days' previous notice in accordance with section 91 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.

TRANSMISSION OF REGISTERED SHARES:

- 37.** The executors or administrators or the holder of a succession certificate in respect of shares of deceased member (not being one of several joint-holders, shall be only person whom the Company shall recognise as having any title to the shares registered in the name of such member and, in case of the death of any one or more of the joint holders of any registered share the survivors shall be the only persons recognised by Company as having any title to or interest in such shares but 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. Before recognising any legal representative or heir or a person otherwise claiming title to the shares the Company may require

him to obtain a grant of probate or letters of administration, or succession certificate or other legal representation, as the case may be, from a competent Court in India; PROVIDED nevertheless that in any case where the Board in its absolute discretion thinks fit it shall be lawful for the Board to dispense with the production of probate or letters of administration or a succession certificate or such other legal representation upon such terms as to indemnity or otherwise as the Board may in its absolute discretion consider adequate.

TRANSFER OF SHARES OF DECEASED OR INSOLVENT MEMBERS:

- 38.** (i) Any person becoming entitled to or to transfer shares in consequence of the death, lunacy, bankruptcy or insolvency of any member or by operation of law, upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Board think sufficient, may, with the consent of the Board (which they shall not be under any obligation to give), be registered as a member in respect of such shares or may, subject to the regulations as to transfer herein before contained, transfer such shares. This Article is herein after referred to as "THE TRANSMISSION ARTICLE", subject to any other provisions of these Articles, if the person so becoming entitled to shares under this or the last preceding Article shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to transfer the shares to some other person he shall execute an instrument of transfer in accordance with the provisions of these Articles relating to transfer of shares. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid.

NOTICE OF ELECTION TO BE REGISTERED AS TRANSFER APPLICATION:

(ii) Any obligation to be registered as a member in respect of such shares or may, subject to the regulations as to transfer hereinbefore contained, transfer such shares. This Article is herein after referred to as 'THE TRANSMISSION ARTICLE'. Subject to any other provisions of these Articles.

PROVISIONS OF ARTICLES RELATING TO TRANSFER APPLICABLE :

(iii) If the person so becoming entitled to shares under this or the last preceding Article shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to transfer the shares to some other person he shall execute an instrument of transfer in accordance with the provisions of these Articles relating to transfer of shares. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer so aforesaid.

- 39.** 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.

40. Transfer may be made to minor or person of unsound mind through his legal guardian.
41. The Articles providing for transmission and transfer of shares, shall mutatis mutandis apply to the transfer and transmission of debentures of the Company.

FORFEITURE AND LIEN

42. If a member fails to pay any call, or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
43. The Notice aforesaid shall:
- (i) 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
- (ii) 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 will be liable to be forfeited.
44. In 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. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

NOTICE AFTER FORFEITURE:

45. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forth will be made in register of members.
46. (i) A forfeited share shall be deemed to be the property of the Company and may be re-allotted sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may annul the forfeiture on such terms, as it thinks fit.
47. (i) A person whose share have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

(ii) The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

48. (i) 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.

(ii) The Company may receive the Consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the shares is sold or disposed of.

(iii) The transferee shall thereupon be registered as the holder of the share.

(iv) 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 or disposal of the share.

EFFECT OF FORFEITURE:

49. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental to the shares, except only such of the those rights as by these articles are expressly saved.

50. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, become 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 duty made and notified.

COMPANY'S LIEN ON SHARES:

51. The company shall have a first and paramount lien:

(i) 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

(ii) 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 of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

Such lien shall extend to all dividends, rights and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Companies lien, if any, on such share.

AS TO ENFORCING LIEN BY SALE:

52. For the purposes of enforcing such lien, the Directors may sell the shares subject thereto in such manner as they think fit; but no sale shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators, and default shall have been made by him or them in the payment, for thirty days after the date of such notice.

APPLICATION OF PROCEEDS OF SALE:

53. The net proceeds of any such sale shall be received by the Company and applied in or toward payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall be paid to him, his executors, administrators, or assigns.
54. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares, sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
55. When any shares under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered upon to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up.

CERTIFICATES OF SHARES

56. Every certificate of shares shall specify the number of shares in respect of which it is issued and amount paid up thereon and shall be issued and/or signed in the manner as prescribed under the Act.
57. Every member shall be entitled to free of charge of one or more certificates for all the shares of each class registered in his name, or if the Board so approves to several certificates each for one or more of such shares, but in respect of each additional certificate, the Company if the Board so determines, shall be entitled, but not bound, to charge a fee not exceeding such amount for each certificate as may be prescribed in the Act or Rules made there under.

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

58. If any certificate be worn out, torn or defaced, otherwise mutilated or rendered useless from any cause whatsoever or there be no further space on the back thereof for endorsement of transfer, then upon production thereof to the Company, the Board shall order the same to be cancelled and shall issue a new certificate, in lieu thereof, and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Board and on such indemnity and advertisement in the matter, as the Board deems proper and adequate being given, a new certificate in lieu thereof may be given. For every such new certificates, and for every new certificate issued on the consolidation or sub-division of certificates, there shall be paid to the Company, if the Board so determines, a sum not exceeding Re. 50/- per certificate. In case of destruction or loss, the member to whom such new certificate is given shall also bear and paid to the Company all legal costs other expenses of the Company incidental to the investigation by the Company of the evidence of such destruction or loss and to the publication of such advertisement and indemnity.

JOINT-HOLDERS OF SHARES

Joint-Holder:

59. Where two or more persons are registered, the holders of any shares they shall be deemed to hold the same as joint-holders with benefit of survivorship, subject to the provisions following and to the other provisions of these Articles relating to joint- holders:

Maximum Number :

(i)The Company shall not be bound to register more than three persons as the joint-holder of any share;

Liability Several As Well As Joint:

(ii)The joint-holders of a share shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such share;

Survivors of Joint-Holders only Recognised:

(iii) On the death of any one of such joint-holders the survivor or survivors shall be the only person or persons by the Company as having any title to or interest in such share but the Board may require such evidence of death as it may deem fit;

(iv)In respect any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate.

Delivery of Certificate:

(v) Only the person whose name stands first in the register as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share and to receipt of dividends, cash bonus and notices, and other communications from the Company.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION:

60. The Company may, exercise the power of conversion of its shares into stock and in that case Regulations 36 to 37 of Table 'F' in Schedule I to Act, shall apply.

BORROWINGS**Power to Borrow:**

61. The Board may, from time to time, at its discretion, subject to the provisions of Act and rules made thereunder, raise or borrow and/or secure payment of any sum or sums of money for the purposes of the Company.

Conditions of Borrowing:

62. The Board may raise or secure the payment or 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, notes, convertible, redeemable or otherwise perpetual or redeemable or convertible debentures or debenture stock 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.
63. If the terms and conditions on which money is borrowed by the Company require that loans made to the Company be, guaranteed by all or any of the Directors of the Company, the Director or the Directors (including the Managing Director) so guaranteeing the loans, shall be entitled to receive such payment on account of his/their having given such guarantee as may be determined by the Board. All such payment shall not be a remuneration in respect of his/their serving as a Director of the Company, but this shall be subject to the relevant provisions of the Act.

LOAN BY DIRECTORS:

64. A Director shall be entitled to receive such interest on any loan made by him to the Company as may be agreed between the Board and the Director making the loan to the Company.

ISSUE OF DEBENTURES :

65. Any debenture, debenture-stock, bonds or other securities may be issued at a premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, or conversion, appointment of Directors and otherwise and upon such terms and conditions as the Board may think fit. Debenture, debenture-stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

GENERAL MEETINGS:

66. The Annual General Meeting shall be held in accordance with provisions of Section 96 of the Act, and shall be called for a time during business hours, on a day that is not a national holiday and shall be held either at the registered office of the Company or at some other place within the city or town or village in which the registered office of the Company is situated, as the Board of Directors may determine and the notice calling the meeting shall specify it as the Annual General Meeting.

RIGHT TO ATTEND GENERAL MEETING:

67. Every member of the Company shall be entitled to attend every General Meeting either in person or by proxy, and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting on any part of the business which concerns him as Auditor.

DISTINCTION BETWEEN ORDINARY AND EXTRA-ORDINARY GENERAL MEETING :

68. All General Meetings other than Annual General Meeting shall be called extra-ordinary General Meetings.

69. The Board of Directors of the Company may, whenever they think fit, call an Extra-ordinary General Meeting and such meeting shall be held at such place and time as the Board thinks fit.

CALLING OF EXTRA-ORDINARY GENERAL MEETING ON REQUISITION:

70. The Board of Directors of the Company shall on the requisition of members in accordance with the provisions of the Act, forthwith proceed duly to call an extra ordinary General Meeting of the Company.

NOTICE OF GENERAL MEETING :

71. A General Meeting of the Company may be called by giving not less than such number of days' notice as specified in writing or through electronic mode in such manner as may be prescribed in the act or rules made thereunder.

SERVICE OF NOTICE:

72. Notice of every general meeting of the Company shall specify the place, date, day and the hour of the meeting and shall contain a statement of business to be transacted thereat.

Notice of every general meeting of the Company shall be given to every member of the Company, or legal representatives of any deceased member or assignees of any insolvent member., the Auditor or Auditors of the Company and every Director of the Company

OMISSION TO GIVE NOTICE NOT TO INVALIDATE MEETING:

73. The accidental omission to give notice of any meeting to or the non-receipt of any notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

RESOLUTION REQUIRING SPECIAL NOTICE :

74. Where by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice in respect of the same shall be given to the Company and by the Company to the members as provided in the Act.

QUORUM:

75. No business shall be transacted at any General Meeting, unless the requisite quorum is present at the time when the meeting proceeds to business,

Save as otherwise provided, quorum for a General Meeting shall be as per the provisions of the Act.

IF QUORUM NOT PRESENT

76. If, within half an hour from the time appointed for holding the meeting, quorum being not present, the meeting if convened upon requisition as mentioned in Article 70 aforesaid shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same place and time or to such other day at such other time and place as the Board may determine.

ADJOURNED MEETING TO TRANSACT BUSINESS EVEN IF NO QUORUM PRESENT:

77. If at such adjourned meeting, a quorum of members is not present within half an hour from the time appointed for holding the meeting, the members present, whatever their number, NOT BEING LESS THAN TWO, shall be a quorum, and may transact the business and decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place, if a quorum had been present thereat.

WHEN CHAIR VACANT, BUSINESS CONFINED TO ELECTION OF CHAIRMAN:

78. No business shall be transacted at any General Meeting except the election of Chairman, whilst the Chair is vacant.
79. The Chairman of the Board, if any, shall, if present and willing, be entitled to take the Chair at every General Meeting, whether Annual or Extra-ordinary, but if there be no such Chairman or in case of him not being present or being unwilling or failing to take the Chair within 30 minutes of time appointed for holding such meeting, the members present, shall choose another Director as Chairman, and if all the Directors present decline to take the Chair or if there be no Director present then the members present shall choose one of their own number to be Chairman of the meeting. If a poll is demanded for the appointment of Chairman it shall be taken forthwith in accordance with the provisions of the Act and the Chairman elected on a show of hands shall exercise all the powers of the Chairman for the purpose of such poll. If some other person is elected Chairman as a result of such poll, he shall be the Chairman for the rest of the meeting.

CHAIRMAN WITH CONSENT OF MEMBERS MAY ADJOURN MEETING:

80. The Chairman may, with the consent of a majority of the members personally present at any meeting, adjourn such meeting from time to time, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

A resolution passed at adjourned meeting of the Company shall be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

NOTICE OF ADJOURNMENT:

81. Whenever any meeting is adjourned for 30 days or more, notice of such adjourned meeting shall be given as in the case of any original meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjourned meeting or of the business to be transacted at an adjourned meeting.

VOTING

BY SHOW OF HANDS:

- 82.** (i) At any General Meeting, a resolution put on vote of the meeting shall unless a poll is demanded or the voting is carried out electronically be decided on show of hands.
- (ii) A declaration by the Chairman in pursuance of clause: (i) hereof that on a show of hands a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such a resolution.

POLL:

- 83.** (i) The Electronic Voting (e-voting) facility shall be provided pursuant to the provisions of the Act and rules made thereunder.
- (ii) Before or on the declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the Meeting on his own motion, and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding such number or value of the shares in the Company as prescribed in section 109 of the Act:

Withdrawal or Demand For Poll:

- 84.** The demand for a poll may be withdrawn at any time before the poll by the person or persons who made the demand.

Time of Taking Poll:

- 85.** If a poll is duly demanded, the same if on the election of Chairman of a meeting or on any question of adjournment, shall be taken forth with at the meeting and without adjournment, and on any other question, shall be taken in such manner and such time and place, and either at once, or after an interval or adjournment not being later than forty-eight hours from the time when the demand was made, as the Chairman of the meeting, who subject to the provisions of the Act shall have power to regulate the manner in which a poll shall be taken, shall direct.

Poll How To Be Taken:

- 86.** Every such poll may be taken either by open voting or by ballot as the Chairman of the meeting at which the poll was demanded may direct. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

Appointment of Scrutinizer:

87. One or more scrutinizers shall be appointed by the Chairman to scrutinise the votes given on the poll and to report to him. The Chairman shall have the power at any time before the result of the poll is declared to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause.
88. The decision of the Chairman on any difference between the scrutinizers shall be conclusive.

Other Business May Proceed Not With Standing Demand Of Poll :

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

CASTING VOTE OF THE CHAIRMAN:

90. In case of any equality of votes the Chairman of any meeting shall both on the show of hands or at a poll (if any) held pursuant to a demand made at such meeting have a casting or second vote in addition to the vote or votes to which he may be entitled as a member.

MINUTES OF GENERAL MEETING :

91. The Company shall cause minutes of the proceedings of every of General Meeting to be entered in the book kept for that purpose and the minutes shall contain and include the matters specified in provisions of Section 118 of the Act.
92. The books containing the aforesaid minutes shall be kept at the Registered Office of the Company and be open for inspection of any member without charge as provided in Section 119 of the Act and any member shall be furnished with a copy of any minutes in accordance with the terms of the Section.

VOTES OF MEMBERS

Indebted Members Not To Vote:

93. No member shall be entitled to exercise any voting right on any question either personally or by proxy or upon poll in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has or have exercised any right of lien.

Vote of a Person of Unsound Mind:

94. 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 hand or at a poll, by his committee or other legal guardian.

Representation of Corporation:

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

(ii) When the President of India or Governor of a state is member of the Company, the President or, as the case may be, the Governor may appoint such person as he thinks fit to act as his representative at any meeting of the Company or at any meeting of any class of members of the Company and such person shall be deemed to be a member of the Company and shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President or, as the case may be, the Governor could exercise as a member of the Company.

Numbers of Votes to which Member is Entitled:

96. Subject to and without prejudice to any special privileges or restriction or conditions for the time being attached to or affecting the preference or other special classes of shares, if any, issued by and for the time being forming part of the capital of the Company, every member entitled to vote under the provisions of these presents and not disqualified under the Act shall on a show of hands have one vote, and upon a poll every member present in person or by proxy or agent duly authorised by a power of attorney or representative duly authorised and not disqualified as aforesaid shall have voting rights in proportion to his share of the paid-up equity capital of the Company subject however to any limits imposed by law. But no member shall have any voting right in respect of any money paid in advance.

Right to use Vote differently:

97. On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as case may be, need not, if he votes, use all votes or cast in the same way all the votes he uses. A member or his proxy who votes shall be deemed to have used all his votes unless he expressly gives written notice to the contrary at the time he casts any votes.

Joint-Holders :

98. Where there are joint registered holders of any share any one of such persons may vote at any meeting 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, then one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof. Where there are several executors or administrators of a deceased member in whose sole name any shares stand, any one of such executors or administrators may vote in respect of such shares unless any other of such executors or administrators is present at the meeting at which such a vote is tendered and objects to the vote.

Votes of Person entitled to Share on Transmission:

99. Any person entitled under the Transmission Article to transfer any shares shall not be entitled to be present, or to vote at any meeting either personally or by proxy, in respect of such shares, unless forty eight hours at least before the time for holding the meeting or adjourned meeting as the case may be, at which he proposes to be present and to vote, he shall have satisfied the Board of his right to transfer such share (as to which the opinion of the directors shall be final) or unless the Board shall have previously admitted his right to vote in respect thereof.

PROXIES:

100. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself, but a proxy so appointed shall not have any right to speak at the meeting. Such proxy shall not be entitled to vote except on a poll.

Instrument of Proxy to be in Writing:

101. The instrument appointing a proxy shall be in writing and shall be signed by the member or his attorney duly authorised in writing. If the appointer is a body corporate, such instrument shall be signed by an officer or attorney duly authorised by it, or by the person authorised to act as the representative of such Company.

Proxy May Demand Poll:

Any instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or join in the demand for a poll on behalf of the appointer.

Instrument appointing a Proxy when to be deposited at the Office :

- 102.** No instrument of proxy shall be treated as valid and no person shall be allowed to vote or act as proxy at any meeting under an instrument of proxy, unless such instrument of proxy and the power-of-attorney or other authority (if any) under which it is signed or certified copy of that power or authority is deposited at the registered office of the Company, at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote.

Notwithstanding that a power-of-attorney or other authority has been registered in the records of the Company, the Company may by notice in writing addressed to the member or the attorney at least seven days before the date of a meeting require him to produce the original power-of-attorney or authority and unless the same is thereupon deposited with the Company the attorney shall not be entitled to vote at such meeting unless the Directors in their absolute discretion excuse such non-production and deposit.

Custody of the Instrument of Appointment :

- 103.** If any such instrument of appointment be confined to the object of appointing an attorney or proxy or substitute, it shall remain, permanently or for such time as the Board may determine, in the custody of the Company and if embracing other objects, a copy thereof, examined with the original, shall be delivered to the Company to remain in its custody.

Form of Proxy:

- 104.** The instrument appointing a proxy shall be in the form as prescribed in the Rules made under section 105 of the Act.

Vote of Proxy how far Valid:

- 105.** A vote given in pursuance or an instrument of proxy, shall be valid, notwithstanding the previous death of the principal or the revocation of the proxy or any power-of-attorney under which such proxy was signed or the transfer of the shares in respect of which the vote is given, provided no intimation in writing of the death, revocation, or transfer shall have been received at the Registered Office of the Company before the vote is given.

Time for Objection to Vote:

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

Chairman Sole Judge of the Validity of a Vote :

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

BOARD OF DIRECTORS

108. Until otherwise determined by a General Meeting, the number of Directors shall not be less than three nor more than fifteen including nominee directors.

109. The Directors at the date of the adoption of these articles are:

1. Shri Vijay Kumar Goel
2. Shri Ashok Kumar Goel
3. Shri Gaurav Goel
4. Shri Gautam Goel
5. Shri Mahesh Prasad Mehrotra
6. Shri Ashwani Kumkar Gupta
7. Shri Harish Saluja
8. Shri Priya Brat
9. Shri Rahul Bedi
10. Smt Nandita Chaturvedi
11. Shri Sandeep Kumar Sharma
12. Shri Anoop Kumar Wahi

APPOINTMENT OF DIRECTORS AND RETIREMENT BY ROTATION :

110. Not less than two-third of the total number of the Directors (excluding independent and nominee directors) of the Company shall:

- (a) Be person whose period of office is liable to determine by retirement of Directors by rotation; and
- (b) Save as otherwise expressly provided in the Act, be appointed by the Company in General Meeting.

111. Until otherwise determined by the Company in General Meeting a Director shall not be required to hold any share in the capital of the Company as his qualification.

112. (i)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 these articles.

(ii) 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.

(iii) No person, not being a retiring Director shall unless recommended by the Directors for election, be eligible to the office of Directors at any general meeting unless he or some other member intending to propose him has at least fourteen clear days and not more than twenty eight days before the meeting sent to the office, a notice in writing duly signed signifying his candidature for the office or the intention of such member to propose him along with a deposit of one lakh rupees which shall be refunded to such person, or as the case maybe, to such member, if the person succeeds in getting elected as a Director.

113. If the office of any Director appointed by the Company in general meeting is vacated before his term of office will expire in the normal course, the resulting casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only upto the date upto which the Directors in whose place he is appointed would have held office if it had not been vacated as aforesaid.

POWER TO APPOINT EX-OFFICIO DIRECTORS :

114. The Board may, subject to the provisions of the Act, appoint any person as a director nominated by any institution or body corporate in pursuance of the provisions of any law for the time being in force. A director appointed under this Article shall be referred as 'Nominee Director' means any director for time being in office under this Article.

The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the lenders; such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Lenders, such nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s so appointed shall hold the office only so long as long as moneys remain owing by the Company to the Lenders or so long as the Lenders holds Debentures in the Company as a result of direct subscription or provide private placement or so long as the Lenders hold shares in the Company as a result of underwriting or direct subscriptions or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office, immediately the moneys owing by the Company to the Lenders is paid off or on the Lenders leaving to hold Debentures/shares in the Company or on the satisfaction of the Company arising out of Guarantee furnished by the Lenders.

The Nominal Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the Meetings of the Committee of which the

Nominee Director/s is/are member(s) as also the minutes of such meetings. The Lenders shall also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director's sitting fee and expenses which the other Directors of the Company are entitled.

- 115.** The company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him/her in accordance with the provisions of the Act. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of independent directors.

REMUNERATION OF DIRECTORS:

- 116.** The remunerations of a Director for his service shall be such amount, not exceeding the sum as prescribed in the provisions of the Act and rules made thereunder. The remuneration shall be approved by the Board (including any committee thereof) and by the shareholders as may be required.

- 117.** The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

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—

- (i) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (ii) in connection with the business of the company.

SITTING FEE:

- 118.** The fees payable to the directors for attending the meeting of the Board or Committee thereof shall be decided by the Board of Directors from time to time within the maximum limits of such fees that may be prescribed under the Act or the Rules.

REMUNERATION FOR EXTRA SERVICE :

- 119.** If any Director, being willing, shall be called to perform extra services (which expression shall include work done by a Director as a member of any Committee formed by the Directors or *in* relation to signing share certificate or debenture) or to make any special exertions for any of the purposes of the Company, the Company shall remunerate the Director so doing either by fixed sum or by a percentage of profits, or otherwise as may be determined by the Directors; and such remuneration may be either in addition to or in substitution for his or their share in remuneration above provided.

PROCEEDINGS OF DIRECTORS

Meetings of Directors:

120. The Board may meet for conduct of the business, adjourn and otherwise regulate their meetings and proceedings as they think fit subject to Provisions of the Act.

When Meeting To Be Convened:

121. A Director may at any time, or the Secretary, upon the request of a Director, shall convene a meeting of the Board of Directors. Notice of every meeting of the Directors shall be given in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.

122. If a meeting of the Board could not be held for want of quorum then the meeting shall automatically stand adjourned to the same day in the next week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a National Holiday at the same time and place.

123. Subject to provisions of the Act, the quorum for a meeting of the Board of Directors shall be one-third of its total strength or two Directors whichever is higher and the participation of the directors by video conferencing by other audio visual means shall also be counted for the purpose of quorum. Provided that where at any time the number of interested Directors exceeds or is equal to two-third of the total strength, the number of the Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time.

CHAIRMAN:

124. The Directors may from time to time elect one of their member to be Chairman of the Board of Directors and determine the period for which he is to hold office but if no such Chairman is elected, or if any meeting of the Board of Directors the Chairman is not present within fifteen minutes of the time appointed for holding the same, the Directors present shall choose one of their member to be Chairman of such meeting.

VOTING AT BOARD MEETING :

125. Questions arising at any Board Meeting shall be decided by a majority of votes each Director having one vote, and in case of an equality of votes, the chairman shall have a second or casting vote.

ACTS OF MEETING:

- 126.** A meeting of the Board of Director for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions by or under the Articles of the Company or the Act for the time being vested in or exercisable by the Board of Directors.
- 127.** The Board of Directors may, subject to the restrictions contained in of the Act and rules made thereunder, from time to time delegate any of their powers to Committees of the Board consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such Committee of the Board either wholly or in part and either as to persons or purposes. But every Committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board of Directors. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise shall have the like course and effect as if done by the Board. The meetings and proceedings of any such Committee of the Board if consisting of two or more members, shall be governed by the provisions for regulating the meetings and proceedings of the Board of Directors so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under this Article.
- 128.** All acts done at any meeting of the Board of Directors or of a Committee of the Board or any person acting as a Director shall, notwithstanding that shall afterwards be discovered that there was some defect in the appointment of any such directors, Committee or person acting as aforesaid or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provision contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director and not vacated office or his appointment had not been terminated .Provided always that nothing in this Article shall be deemed to give validity to acts done by such Directors, Committee or person acting as aforesaid after it has been shown that there was some defect in any appointment or that they or any of them were disqualified.

Resolution by Circulation:

- 129.** No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft together with the necessary papers if any, to all the Directors or to all the members of the Committee, then in India (not being less in number than the quorum for a Meeting of the Board or Committee, as the case may be), by hand delivery or by post or by courier or through such electronic means as may be prescribed and has been approved by majority of the Directors or members of the Committee as are then in India.
- 130.** Subject to the provisions of the Act a Director may resign his office at any time by notice in writing addressed to the Company or to the Board of Directors.

- 131.** 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 Directors 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.
- 132.** The Company shall cause minutes of the meetings of the Board of Directors and *of* Committees of the Board to be duly entered in a book or books provided for the purpose in accordance with the relevant provisions of the Act. The minutes shall contain a fair and correct summary of the proceedings at the meetings including the following :
- (i) The names of the Directors present at such meetings of the Board of Directors, and of any Committee of the Board;
 - (ii) All orders made by the Board of Directors and Committee of the Board and of all appointments of officers and Committees of Board;
 - (iii) All resolutions and proceedings of meetings of the Board of Directors and Committees of the Board; and
 - (iv) In the case of each resolution passed at the meeting *of the* Board of Directors, or Committees of the Board the names of Directors, if any dissenting from or not concurring in the resolution.

BY WHOM MINUTES TO BE SIGNED AND THE EFFECT OF MINUTES RECORDED :

- 133.** All such minutes shall be signed by Chairman of the meetings as recorded, or by the person who shall preside as Chairman at the next succeeding meeting and all minutes purported to be so signed shall be for all purposes whatsoever be prima facie evidence of the actual passing of the resolution recorded, and the actual passed regular transaction or occurrence of the proceeding so recorded and of the regularity of the meeting at which same shall appear to have taken place.

ROTATION OF DIRECTORS

RETIREMENT OF DIRECTORS BY ROTATION :

- 134.** Not less than two-thirds of the total number of directors of the company shall (i) be persons whose period of office is liable to determination by retirement of directors by rotation and save as otherwise expressly provided in the Act, be appointed by the company in general meeting.

Explanation: for the purposes of this article, "total number of directors" shall not include Independent Directors appointed on the Board and Nominee Director of the Company.

- 135.** At every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple thereof then the number nearest to one-third shall retire from office, subject to the provisions of the Act.

ASCERTAINMENT OF DIRECTORS RETIRING BY ROTATION AND ELIGIBILITY FOR RE APPOINTMENT:

136. Subject to provisions of the Act, the Directors to retire at every Annual Meeting shall be those (other than Special Director or Directors who by virtue of the provisions of these Articles or of any agreement with any Central or State Government or Bank or Financial Institutions are not liable to retire by rotation) who have been longest in office since their last appointment. As between person who became Directors on the same day those who are to retire shall (in default of any subject to any agreement among themselves) be determined by lot for the purpose of this Article a Director appointed to fill a vacancy under the provisions of the Act hereof shall be deemed to have been in office since the date on which the Directors in whose place he was elected as a Director. A retiring Director shall retain office until the conclusion of the meeting at which his reappointment is decided or his successor is appointed.

RETIRING DIRECTOR ELIGIBLE FOR RE-ELECTION:

137. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

138. At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.

139. (i) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place or till such other day, time and place as the Directors may be notified to the members appoint.

(ii) If at the adjourned meeting also the place of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:

(a) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

(b) the retiring Director has, by a notice in writing addressed to the Company or the Board of Directors his unwillingness to be so reappointed;

(c) he is not qualified or is disqualified for appointment;

(d) a resolution whether special or ordinary, is required, for his appointment or reappointment by the provisions of the Companies Act.

RIGHT OF PERSONS OTHER THAN RETIRING DIRECTORS TO STAND FOR DIRECTORSHIP:

- 140.** A person who is not retiring shall, subject to the provisions of these Articles, be eligible for appointment to the office of Director at any General Meeting, if he or some member intending to propose him has, not less than fourteen days before the meeting left at the office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for the office, as the case may be.

MANAGING DIRECTOR, MANAGER OR SECRETARY

- 141.** The Board of Director have power to appoint Managing/Executive/Whole time Directors for efficiently managing the affairs of the Company. Such appointment or reappointment of Managing/ Executive/ Whole-time Directors shall be governed by the applicable provisions of the Act and rules made thereunder.
- 142.** A Managing/Executive/Whole-time Director appointed above shall, while he continues to hold that office, be subject to the same provision as to resignation and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to be a Managing/ Executive/ Whole time Director if he ceases to hold the office of a Director for any cause.
- 143.** The Board may, from time to time entrust to and confer upon the Managing/ Executive/Whole time Director such of the power exercisable under these presents by the Board of Directors as they may think fit, and may confer such power for such time, and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient; and they may confer such powers, either collaterally with, or to the exclusion of, and in substitution for all or any of the powers of the Board in that behalf; and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- 144.** The Board may appoint Key Managerial Personnel, in terms of Section 203 of the Act.

POWERS OF DIRECTORS

- 145.** The Management and control of the business of the Company shall be vested in the Board of Directors who may exercise all such powers of the Company and may do all such acts and things as are not, by the Act or any statutory modification thereof for the time being in force or by any other Act or by the memorandum or by these Articles, required to be exercised by the Company in General Meeting or prohibited by a general meeting, but no regulations made by Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

146. Subject to and in accordance with the provisions of the Act, the Board shall retain and employ such staff as may be necessary for carrying on the business of the Company. The salary or other remuneration of such staff shall be defrayed by the Company, and all or any of such staff be engaged exclusively for the Company or jointly with other concerns.

LOCAL MANAGEMENT

147. Subject to the provisions of the Act, the Board may, from time to time, provide for the management of the affairs of the Company outside India (or any specified locality in India) in such manner as it shall think fit and the provisions contained in the following paragraphs shall be applicable without prejudice to the general powers conferred by this paragraph.

- (i) The Board may from time to time, and at any time may establish any local Directorate or Committee for managing any of the affairs of the Company Outside India, or in any specified locality in India, and may appoint any persons to be members of such local Directorate or may fix their remuneration and, save as provided in provisions of the Act, the Board from time to time and at any time, may delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board and authorise the members for the time being of any such local Directorate 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 terms and conditions as the Board may think fit and the Board may, at any time, remove any person so appointed and may annual or vary any such delegation.
- (ii) The Board may, at any time, and from time to time, by power-of-attorney, appoint any persons to be the attorneys of Company for such purposes and with such powers, authorities and discretions (not exceeding those which may be delegated by the Board under the Act) and for such period and subject to such conditions as the Board may, from time to time, think fit, any such appointment may, if the Board think fit be made in favour of the members or any of the members or any local Directorate established as aforesaid, or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board; and any such power- of-attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Board thinks fit.
- (iii) Any such delegates or attorneys as aforesaid may be authorised by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

NO MEMBER TO ENTER THE PREMISES OF COMPANY WITHOUT PERMISSION :

148. Subject to the provisions of these Articles and the Act no member or other person (not being a Director) shall enter the property of the Company or inspect or 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 the trade secret, mystery or 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 not be in the interest of the Company to communicate.

DECLARATION OF SECRECY:

149. Every Director, 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 Directors or Managing Director sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of the duties except when required to do so by the Directors or by any meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained or the Act.

RESERVES

150. (i) The Board may before recommending any dividend set aside out of the profit of the Company such sum as it thinks proper as a reserve or reserves which shall at the discretions of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provisions 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 as the Board may, from time to time, think fit, *subject to* the provisions of the Act.

(ii) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.

DIVIDENDS AND CAPITALISATION

DISTRIBUTION OF DIVIDENDS:

151. (i) 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 up or credited as paid on the shares in respect where of 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 nominal amount of the shares.

- (ii) Unless otherwise decided by the Board all dividend shall be apportioned and paid proportionately to the amount paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividends 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.

CAPITAL PAID IN ADVANCE OF CALLS :

- (iii) 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.

DECLARATION AND PAYMENT OF DIVIDENDS :

- 152.** The Company in General Meeting may subject to the provisions of the Act declare a dividend to be paid to the members according to their respective rights and interest in the profits and may fix the time for payment.

RESTRICTION ON AMOUNT OF DIVIDENDS :

- 153.** No dividend shall exceed the amount recommended by the Directors; however, the Company in General Meeting may declare a smaller dividend than recommended.

- 154.** Subject to the provisions of the Act, the declaration by the Board as to the amount of the net profits of the Company in any year shall be conclusive.

INTERIM DIVIDENDS:

- 155.** Subject to the provisions of the Act, the Board may from time to time pay to the member such interim dividends as in their judgement the position of the Company justifies.

DEBTS MAY BE DEDUCTED:

- 156.** The Board may retain any dividends in respect of shares on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

ANY ONE OF JOINT-HOLDERS CAN GIVE RECEIPTS:

- 157.** Any one of several persons who are registered as joint-holders of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.

MODE OF PAYMENT OF DIVIDEND:

- 158.** 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.

DISCHARGE TO THE COMPANY:

159. The payment of every cheque or warrant sent under the provisions of the preceding Articles No. 158 hereof shall if such cheque or warrant purports to be duly endorsed, be a good discharge to the Company in respect thereof, provided nevertheless that the Company shall not be responsible for the loss of any cheque, dividend warrant or postal money order which shall be sent by post to any member or by his order to any other person in respect of any dividend.

UNCLAIMED DIVIDENDS:

160. "No unclaimed or unpaid dividend shall be forfeited by the Board". Dividends remaining unclaimed after having been declared shall be dealt with in accordance with the provisions of the Act.

161. (i) The Company in General Meeting may, upon the recommendation of the Board resolve:

- (a) that it is desirable to capitalise any part of the amount of the time being standing to the credit of any of the Company 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 (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied in or towards :
- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively:-
 - (b) paying up in full, unissued shares of the Company to be allotted, distributed and credited, as fully paid up, to and amongst such members in proportion of their holding; or
 - (c) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).
- (iii) A share premium account and a capital redemption reserve account may, for the purposes of the regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

(iv) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

162. (i) Whenever such a resolution as aforesaid passed, the Board shall :

(a) make appropriations and applications of undivided profits resolved to be capitalised thereby and shall make allotments and issues of fully paid shares, if any; and

(b) generally do all act and things required to give effect thereto.

(ii) The Board shall have full power:

(a) To make such provisions, by the issue of fractional certificates or by payment in case or otherwise as it thinks fit, in case of shares or debentures becoming distributable in fractions, and also.

(b) To authorise any person to enter, on behalf of all such members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, of any further shares to which they may be entitled upon such capitalisation, or (as the case may) require for the payment up by the Company on their behalf, by to the application of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares. Any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

163. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive except as regard any matters in respect of which modifications may from time to time be considered proper by the Board of Directors and approved by the share- holders at a General Meeting subject to provisions of the Act.

INDEMNITY

164. Subject to the provisions of the Act, every Director, Manager Secretary and other Officer or employee of the Company shall be indemnified against, and it shall be the duty of the Directors to pay out of the funds of the Company all cost, losses and expenses (including travelling expenses) which any such Directors, Manager or Secretary or other Officer or employee may incur or become liable to by reason of any contract entered into or any way in the discharge of his or their duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him or them as such Director, Manager, Secretary, Officer or employee in defending any proceedings whether civil or criminal, in which judgement is given in his or their favour or he or they is or are acquitted, or in connection with any application under provisions of

the Act in which relief is granted by the Court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims.

INDIVIDUAL RESPONSIBILITY OF DIRECTORS :

165. Subject to the provisions of the of the Act and so far as such provisions permit, no Director, Auditor, Manager or other Officer of the Company shall be liable for Acts, neglects or defaults of any other Director or officer, or for joining in any act for conformity, or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Director or such officers 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 occasioned by any error of judgment omission, default or oversight on his part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty or wilful default.

SERVICE OF NOTICE & DOCUMENT TO MEMBERS BY COMPANY :

166. A notice or document may be served by the Company on any member either personally, or by sending it by post to him to his registered address or through electronic mode in such manner as may be prescribed by the Act, or if he has not registered address in India, to the address if any, within India supplied by him to the Company for the giving of notice to him Unless the contrary is proved such service shall be deemed to have been effected as provided in the Act.

167. A notice or document advertised in a Newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be dully served on the day on which the advertisement appears, on every member of the Company, who has no registered address in India and has not supplied to the Company an address within India for giving of notice to him;

168. A notice or document maybe served by the Company on the joint-holders of a share by serving it on the joint-holder named first in the register in respect of the share;

169. A notice or document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post addressed to them by name or by the title or representative of the deceased, or assignees 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 so entitled, or until such an address has been so supplied, by serving the document in any manner in which it might have been served if the death or insolvency has not occurred.

170. Every notice of a meeting shall specify the place and the day and hour of the meeting, and shall contain a statement of the business to be transacted thereat.

171. The accidental commission to give notice to, or the non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

Transferees Etc. Bound By Prior Notices :

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

How Notice to be Signed :

173. The signature to any notice to be given by the Company may be written, printed or digitally signed unless prohibited by any law for the time being in force.

RECONSTRUCTION :

174. Subject to the provisions of the Act, on any sale of the undertaking of the Company, the Director or the Liquidators on a winding up may, if authorised by a special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other Company whether incorporated in India or not either then existing or to be formed for the purchase in whole or in part of the Company. The Liquidators (in a winding up), may distribute such shares, or securities or any other property of the Company amongst the contributories without realisation or vest the same in trustees for them and may if authorised by special Resolution provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the contributories of the Company, and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and the contributories shall be bound to accept and shall be bound by any valuations or distribution so authorised and waive all rights in relation thereto, save such statutory rights (if any) under the Act as are incapable of being varied or excluded by these presents.

WINDING UP

DISTRIBUTION OF ASSETS:

175. Upon the winding up of the Company, the holders of Preference Shares, if any shall be entitled to be paid all arrears of preferential dividend up to the commencement of winding up and also to be repaid the amount of capital paid up or credited as paid up on such Preference Shares held by them respectively, in priority to the Equity Shares, but shall not be entitled to any other further rights to participate in profits or assets; subject as aforesaid and to the rights of any other holders of shares entitled to receive preferential payment over the Equity Shares, in event of the winding up of the Company the holders of the Equity Shares shall be entitled to be repaid the amount of capital paid up or credited as paid up on such Shares and all surplus assets thereafter shall belong

to the holders of the Equity Shares in proportion to the amount paid up or credited as paid up on such Equity Shares respectively, at the commencement of the winding up if the assets shall be insufficient to repay the whole of the paid-up Ordinary Capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members holding Equity Shares in proportion to the capital paid up or which ought to have been paid up on the Equity Shares held by them respectively at the commencement of the winding up, other than the amounts paid by them in advance of calls.

- 176.** If the Company is wound up, whether voluntarily or otherwise, the Liquidators may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide among the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories, or any of them, as the Liquidators, the like sanction, shall think fit.

| Sl no | Name, Address and Description | Signature Of Subscribers & Witnesses |
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| 1. | Shri Ram Narian Government Treasurer Bareilly and Philibhit Treasury Of Bareilly Bans. | Sd/- Ram Narain |
| 2. | Shri Ram Bharosey Lal Honorary Magistrate of Bareilly Bans. | Sd/- Ram Bharosey Lal |
| 3. | Shri Ram Swarup S/o L.GopiNath of Bareilly, Managing Proprietor, H.R. Sugar Factory Bareilly | Sd/- Ram Swarup |
| | | Witnessed by: Sd/- Govind Ram Agarwal Municipal Commissioner, Bareilly |
| Dated 14 th day of May, 1933 | | |