THE COMPANIES ACT 2013

COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

XXX PRIVATE LIMITED

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

XXX PRIVATE LIMITED

I. The name of the company is **XXX PRIVATE LIMITED**

II. The Registered Office of the company will be situated in the state of TAMILNADU (Vide special resolution passes at the EGM held on 14.07.1991 and as per Company Law Board, Southern Region Bench Order dated 20.10.1992).

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

[A] THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of promoting or assisting in promoting industrial, trading or business enterprises and providing industrial finance whether by way of making loans or advances to or placing deposits with or subscribing to the capital, debentures, bonds or securities of any company, body corporate, firm association or person or to guarantee the obligations for performance by any company, body corporate, fir, association or person and to carry on all kinds of finance operations including providing venture capital, factoring, financial software and finance services of all kinds whether or not expressly mentioned herein.

2. To carry on and undertake the business of finance and to finance lease operation and hire purchase scheme of all kinds that the company may think fit and to assist in deferred payment on similar transactions and to subsidise finance or assist in subsidizing or financing of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and against the security of all forms of immovable and movable property such as land and building, plant & machinery, equipments, ships, aircrafts, automobiles, computers and all consumer, commercial and industrial items.

3. To carry on the business as merchant Bankers, Registrars to the issues, Share Transfers Agents, investments advisors, Portfolio managers, trustees of debenture holders, Lead managers to the issue, management of security offering, issue of corporate bodies including making arrangement for selling or buying or subscribing to or dealing in securities, to underwrite issues and to undertake all other matters connected with issues/ offering of securities, venture capital fundings, mutual funds, factor, factoring services, bills

discounting, project appraisals, loan syndication, non fund based financial services including risk management, international financial advisory service, investment banking and other ancillary financial services including financial consultancy.

4. To acquire and hold one or more membership in stock/ security Exchange, National Stock exchange, OTC Exchange, trade and industrial associations, chamber of commerce, commodity exchange, clearing houses or associations or otherwise in India or any part of world.

5. To carry on business of foreign exchange dealer, money changer, authorized dealer of foreign currency, forex consultants and to buy and sell foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf and generally to invest and deal with the moneys of the company in or upon such securities and in such manner as from time to time determined.

6. To manufacture, buy, sell or otherwise deal in all chemicals, fertilizers, pesticides, insecticides, herbicides, weed killers, detergents, all types of glasses, enamels, ceramics, clay wares, porcelains, fruit and food preservatives, flaming proofing and fire extinguishing chemicals, leather tanning chemicals, paints, varnishes, pharmaceuticals, cosmetics, photographic chemicals, papers and textiles, abrasives, adhesives, cutting fluid, electrodes, explosives, fluxed, hydraulic fluids, isotopes, nylons, picking baths, plant foods, plaster of Paris, plastics, refractoriness, rubber, scraps, scratch and wire drawing machines.

7. To carry on the business of printing and allied matter of printing.

8. To issue subscribe for, take , acquire and hold, sell and deal in shares, stocks, bonds or securities of any government, Local authority or company.

9. To manufacture various inorganic and organic compounds.

10. To carry on the business and execute any kind of agency business and also trust of all kinds.

11. To carry on the business of conventional and/ or non conventional generation of electricity, consumption, distribution, and sale or otherwise disposed.
[In Clause III (A) point nos. 6 to 12 added vide special resolution passed at the EGM held on 27.08.2007].

[B] MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III [A] ARE:

1. To enter into partnership or into any agreement for sharing profits, union of interest, Co operation, joint venture, reciprocal concessions or otherwise either in part or whole with any person or company (ies), foreign or otherwise, carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as indirectly to benefit this company.

2. To apply for, purchase or otherwise acquire or develop any patents, brevests, process, copyrights, Trademarks, developments, inventions, licences, concessions and the like subjects to royalty or otherwise conferring any exclusive or non exclusive or limited right to use any secret or other information to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, work, manage, sell or let, or grant licence in respect of or otherwise turn to account the property rights or information so required or otherwise belonging to the company.

3. To establish, appoint, regulate and discontinue offices, agents, representatives, distributors or in all such places as the company may from time determine for carrying out all or any of the company's objects and to act as agents for others.

4. To purchase, own, take or in exchange or otherwise acquire and undertake all or any part of the business, rights, privilege, property and liabilities of and to amalgamate with any company having objects altogether or in part similar to those of the company and to lend money, to guarantee the performance of or subsidise or otherwise assist any such company.

5. To receive money on deposits or loan or borrow or raise money, in such manner and upon such terms and conditions as the company may think fit within the permissible limits and particularly by the creation or issue of deposits, receipts, bonds, mortgages, debentures, debenture stock or other Securities, either perpetual or terminable and charge specifically or by way of floating charge otherwise, upon all or any part of undertaking, property and rights of the company (either present or future or both) including its uncalled capital or not so charged and to redeem purchase or pay off any such securities and to remunerate any trustee appointed in connection with any such securities and to issue any such securities at a discount, premium or otherwise and in such manner as may be thought fit and with or without any

special rights, privilages or conditions as to redemption, surrender, drawings, conversion into shares attending at meetings of the company, appointment of directors or otherwise and so that any such securities may be made assignable free from any equities between the company and to person or persons and so that upon an issue of debentures, stock debentures may if thought expedient be issued to trustees as part of this security. But the company will not carry on any banking business within the meaning of the Banking Regulation Act, 1949.

6. To enter into any arrangement with any government or authority supreme, public, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions and privilages that may seem conductive to the company's object or any of them, and to carry out executive and comply with any such arrangements, rights, concessions and privilege.

7. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

8. To apply for or join in applying to and obtaining from any parliament or legislative authority or government or any supreme, public, local authority or other authority or body with any landholders or other persons, for any Acts of parliaments, or other Acts of legislature, laws, decrees, concessions, orders, rights, or privilages or authority that may seem conductive to the company's objects or any of them or as may seem expedient to obtain any provisional order or Act of parliament for enabling the company to carry any of its objects into effects.

9. To make such arrangements as the company may deem fit for the holding of any property of the company in the name of Trustee or trustees for the company.

10. To deal, improve, develop, exchange and enfranchise, lease out, mortgage, dispose off, turn to account, or otherwise deal with the whole or any part of the undertaking business or property or sites of the company either together or in such portion and for such consideration as the company may think for.

11. To establish such competitors as may be lawful for any of the purposes of the company and to offer and grant prizes, awards, and premiums of such character and on such terms as may seem expedient.

12. To advertise and publicise or promote, the sale of any goods, articles or things traded or dealt in by the company in any manner as may be deemed expedient including advertising in the press, posting of bills, the issue or publication of circulars, pamphlets, price lists, leaflets, catalogues, brouchures or by the circulation of mementoes, gifts and other articles.

13. To remunerate any person, firm or company rendering or agreeing to render services to the company either by cash payment or by issue and allotment to him or them of shares or securities of the company credited as paid up in full or in part or otherwise as may seem expedient.

14. Subject to the provisions of Section 180 of the Companies act, 2013, to subscribe or contribute or otherwise to assist or guarantee money for any charitable, benevolent, religious institutions or any other institutions or objects or any exhibition or for any public, general or useful object.

15. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.

16. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances, bonus or other such payments or be creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.

17. To establish and maintain laboratories for purposes of research and development and to acquire all necessary scientific and other equipment for the purpose.

18. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.

19. To amalgamate, with any other company having objects altogether or in part similar to those of this company.

20. To create any depreciation fund, reserve fund, sinking fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.

21. To pay all costs, charges and expenses, preliminary and incidental to and for the promotion, formation, establishment and registration of the company and of the transfer to the company of any property acquired by the company.

22. Subject to the provisions of the Companies act, 2013 to distribute any of the property of the company among the members in specie or kind in the event of its being wound up.

23. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which this company is authorized to carry on or possessed of property suitable for the purposes of this company.

24. To establish, provide, maintain and conduct or otherwise subsidise laboratories and experimental workshops for scientific and research or inventions by providing, subsiding, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments test and invention of any kind that may be considered likely to assist any business which the company is authorized to carry on.

25. To agree to refer to arbitration disputes present or future of the company and any other company, firm or individual and to submit the same to arbitration to an arbitrator in India or abroad and either in accordance with Indian or any other Foreign system of law.

26. To provide for the catering in industrial classes, workman and other staff with lodgings, and dwellings free or at price with or without profit as may be determined from time to time and also public call offices, post offices in connection with the main objects of the company.

27. To undertake the payment of all rent and the performance of all covenants, conditions and agreement contained in and reserved by any lease that may be granted or assigned to or to be otherwise acquired by the company and to purchase the reversion or otherwise acquired the freehold or any part of the leasehold lands and buildings for the time being the property or in the possession of the company.

28. Subject to the provisions of the Companies Act, 2013 to reserve or to distribute as dividend or bonus amongst the members or otherwise to apply as the company may from time to time think fit any moneys received by way of premium on shares or debentures issues at premium by the company, moneys arising from the sale by the company of forfeited shares.

29. To undertake and execute any contracts for works involving the supply or use of the company's products, and to carry out any ancillary or other works comprised in such contracts.

30. To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the company any of the objects for which the company is formed.

31. To employ experts to investigate and examine into the conditions, prospects, value and circumstances of any business concern and undertaking and generally of any assets, property or rights.

32. To import and export all kinds of plant, machinery, apparatus, tools, utensils, materials and things necessary or convenient for carrying on any of the main objects of the company.

33. Generally to do all such other things as may appear to be incidental and may be conductive to the attainment of the above or any of them.

34. To carry on the business of Aquaculture, floriculture, Horticulture and agriculture, Dairy Farming and products and Processors and dealers in milk and milk products, cultivation of teak.

35. To manufacture, produce, refine, prepare, extract, store, sell and to generally trade and deal in all or any kind of vegetable, edible oils and solvent extraction.

36. To carry on the business of Real Estate, land developers, contractors, designers and builders.

37. To operate motor transport of all kinds and to deal , hire, undertake repair of cars, trucks, tractors, two wheelers, scooters.

38. To explore, acquire, take on lease or on royalty basis mines, quarries, and to deal in such materials.

39. To carry on the business of leasing and hire purchase company and to acquire, to provide on lease or to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicles, buildings and real estates, consumer durables required for manufacturing, processing, transportation, trading business, other commercial and service business and domestic use.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. A) The Authorised share capital of the company is ` 20,00,00,000 /- (Rupees Twenty crores only) divided into 20,00,000 (Twenty Lakhs only) shares of ` 100(Rupees Hundred only) each with power to increase or reduce the same in accordance with relevant provisions of the Companies Act, 2013.

B) The share Capital of the company (whether original, increased or reduced) may be sub-divided, consolidated or dividend into such classes or shares as may be allowed under the law for the time being in force relating to companies with such privilages or rights as may be attached and to be held upon such terms as may be prescribed by the regulations of the company.

VI. We, the several persons, whose name and address are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of share in the capital of the Company set against our respective names:-

Names, Addresses, Descriptions , Occupations & Signature of Subscribers	**No. of Equity Shares taken by each subscriber**	**Names, Addresses, Descriptions , Occupations & Signature of Subscribers**
Sd/-	10000	Sd/-
Sd/-	5000	
Total Shares Taken	15000 (Fifteen thousand Only)	

Dated

Place: MADRAS

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

XXX PRIVATE LIMITED
(Incorporated under the Companies Act, 1956)

[These Articles of Association were adopted in substitution for and to the entire exclusion of the earlier Articles of Association at the Annual General Meeting of the Company held on September 30^{th}, 2015]

CONSTITUTION OF THE COMPANY

Constitution 1. Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Private Company except so far as they have implied or expressly, modified by what is contained in these Articles mentioned as altered or amended from time to time.

INTERPRETATION CLAUSE

Interpretation 2. The marginal notes hereto are inserted for convenience and shall not affect the construction thereof. In these presents the following words and expressions shall have the following meaning unless excluded by the subject or context. But for these words 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 become binding on the company.

"The Act" (a) "The Act" means "The Companies Act, 2013" as amended or replaced from time to time and for the time being in force and includes where the context so admits any re-enactment or statutory modification thereof.

"Article" (b) "Article" means Articles of Association of **XXX PRIVATE LIMITED**.

"The Board" or "The Board of Directors" (c) "The Board" means a Meeting of the Board of Directors, including a Committee of the Board Of Directors, duly called and constituted, as the case may be, Directors assembled at a Meeting of the Board or a Committee or the requisite number of Directors entitled to pass a Circular Resolution in accordance with these Articles.

"The Company" (d) "The Company" means " **XXX PRIVATE LIMITED**".

"Directors"	(e)	"Directors" means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board Meeting.
“Dividend”	(f)	“Dividend” shall include interim dividend and bonus shares.
"In Writing" or "Written"	(g)	"In writing" and "Written" include printing, lithography, typewriting or any other usual substitutes for writing.
"Members"	(h)	"Members" means the Members for the time being of the Company holding a share or shares of any class.
"Month" and “Year”	(i)	"Month" and “Year means a Calendar month and a Financial Year respectively.
"Paid-up"	(j)	"Paid-up" shall include "Credited as Paid-up".
"Person"	(k)	"Person" shall include any Corporation.
"Proxy"	(l)	"Proxy" includes Attorney duly constituted under Power of Attorney.
"The Office"	(m)	"The Office" means the Registered Office for the time being of the Company.
"The Register"	(n)	"The Register" means the Register of the Members, being kept pursuant to the Act.
"Seal"	(o)	"Seal" means the Common Seal for the time being of the Company.
"Special Resolution and "Ordinary Resolution"	(p)	"Special Resolution” and "Ordinary Resolution" have the meaning assigned to them respectively in the Act.
Singular to include plural and so do gender	(q)	Words importing the singular number shall include the plural number and vice versa and words importing the masculine gender shall include the feminine gender and vice versa.
Words referred to in the Act	(r)	Subject as aforesaid any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.

COMPANY

Private Company	3	The Company is a Private Limited Company within the meaning of Sub-section 68 of Section 2 of the Act and accordingly
Minimum prescribed capital		i) The minimum prescribed paid-up capital of the Company shall be such amount as may be prescribed, and
		ii) By its Articles –
Transfer rights restricted		a) Restricts the right to transfer its shares except as hereinafter provided.
Limiting the number of Members		b) Limits the number of its Members to Two Hundred not including persons who are for the time being in the employment of the Company and persons who having been formerly in the employment of the Company were Members of the Company while in that employment and have continued to be Members after the employment ceased. Provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this Article be treated as a single Member.
Public subscription		c) Prohibits any invitation to the public to subscribe for any shares in, or debentures of, the Company.

SHARE CAPITAL AND VARIATION OF RIGHTS

Share Capital	4.	The Authorized Share Capital of the Company is ` 20,00,00,000/- ( Rupees Twenty Crores only) divided into 20,00,000 (Twenty Lakhs only) Equity Shares of ` 100/- each with rights, privileges and conditions attaching thereto, for the time being, with power to increase or reduce the capital of the Company or divide the share capital into several classes and to attach thereto respectively, such differential or preferential rights, privileges or conditions as may be determined from time to time by the Board of Directors of the Company and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may, for the time being, be provided for by these presents.

Issue and / or Conversion into Shares with differential rights	5.	Subject to the provisions of the Act and whatever stated in Article 4 herein above, the Board may, at their discretion, through a duly convened Board Meeting, issue and / or convert the un-issued Equity Shares or Preference Shares into equity shares with differential rights or preference shares or redeemable preference shares and vice versa and such shares may be issued upon such terms and conditions, rights and privileges and with such differential, preferential or qualified right as to voting rights or dividends and as to participation in the distribution of assets of the Company as the Board may, subject to the provisions of the Act, determine from time to time.
Shares under the control of Directors	6.	Subject to the provisions of the Act and the Articles, the shares in the capital of the Company, for the time being, (including any shares forming part of any increased capital of the Company) shall be under the control of the Directors who may allot or otherwise dispose of the same, through a duly convened Board Meeting, to any one or more of them or to any other person in such proportion and on such terms and conditions, either at a premium or at par or at a discount (subject to compliance with the provisions of the Act), at such time as they may, from time to time, think fit and proper.
Power of General Body to offer shares to such person as it may resolve	7	In addition to and without derogating the powers, for that purpose, conferred on the Directors under Articles 5 and 6 above, the Company in General Meeting, wherein Shareholders holding more than 75% (Seventy Five Percent) of the then Subscribed Capital are present in person, may by Special Resolution determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such person whether Members, Employees or Holders of debentures of the Company or otherwise.

Further issue of Capital	8.	The Board may, at any time, through a duly convened Board Meeting, increase the Subscribed Capital of the Company by the issue of new shares out of the un-issued part of the Share Capital in the original or subsequently created capital, subject to any directions to the contrary that may be given by the Company in General Meeting, wherein Shareholders holding more than 75% (Seventy Five Percent) of the then Subscribed Capital are present in person, through a Special Resolution and such shares may be issued to any person or persons as the Board of Directors may determine from time to time.
Rights of Holders of Equity Shares	9.	Subject to the right of the holders of any other shares who are entitled, by the terms of the issue of such shares, to any differential or preferential repayment over the equity shares in the event of a winding up, the holders of the equity shares shall be entitled to be repaid with the amount of capital paid-up on such shares and all surplus assets thereafter shall belong to them in proportion to the amount paid-up on the equity shares held by them as at the commencement of the winding-up.
Variation of rights	10.	The right attached to any class of shares (unless otherwise provided for by the terms of issue of shares of that class) may, subject to the provisions of the Act, be varied with the consent, in writing, of the holders of not less than three-forth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these Articles relating to General Meeting shall mutatis mutandis apply, but so that the necessary quorum shall be two persons, present in person or by proxy, holding at least one-tenth of the issued shares of that class.
Further shares ranking pari passu not to affect the rights of shares already issued	11.	The rights conferred upon the holders of the shares of any class, with preferred or other right, shall not, unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation of further shares ranking pari passu therewith.
Liability of joint holders of shares	12.	The joint holders of shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares.

Trusts not recognised

13. Save as otherwise provided by these Articles, the company shall be entitled to treat the registered holder of any shares as the absolute owner thereof and accordingly the company shall not, except as ordered by a court of competent jurisdiction or by any statute, be required to or be bound by or recognize any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

Issues otherwise than for cash

14. Subject to Article 8 herein, the Board of Directors may, through a duly convened Board Meeting, issue and allot Shares in the Capital of the Company for considerations otherwise than in cash in full or part satisfaction of any property sold, goods transferred, machinery or appliances supplied, acquiring or purchasing Trade Mark, Merchandise Mark, Patents, Patent right, licenses, privileges, processes and secrets and stock-in-trade, services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and / or conduct of its business and any shares which may be so issued or allotted, may be allotted as fully paid-up shares, and on such allotment such shares shall be deemed to have been fully paid-up.

Acceptance of Shares

15. An application, signed by or on behalf of the applicant, for allotment of shares in the Company, followed by an allotment of shares as applied for or otherwise, shall be deemed to be a valid offer for and acceptance of the shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purposes of these Articles be considered to be a Member.

Right to Certificates

16. Every person whose name is entered as a Member in the Register of Members shall be entitled to receive -

(a) (i) one certificate for all the shares free of any Charge; or

(ii) Several certificates, each for one or more number of shares in such lots as the holder of such shares may request, free of any charge.

(b) Every certificate shall bear the Seal of the Company and shall specify the shares to which it relates and the amount paid-up thereon.

One certificate for joint holders

17. In respect of any shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same shares and the delivery of the share certificate to one of the several joint holders shall be sufficient delivery to all such holders.

Replacement and renewal of Certificates

18. (a) If a certificate be old, decrepit, worn out, defaced or there being no further space on the back thereof for endorsement or transfer, it shall, if required, be replaced by a new certificate, free of charge, provided however that such new certificate shall not be issued except upon delivery of the worn out, defaced or used up certificate, for the purpose of

cancellation

(b) If a certificate is lost or destroyed, the Company may, upon such evidence and proof of such loss or destruction and on such terms and conditions as to indemnity or otherwise, as the Board may require, issue a new certificate free of charge.

(c) Any renewed or duplicate certificate so issued shall be marked as such.

LIEN

Company's lien on shares

19. The Company shall have a first and paramount lien upon all shares, other than fully paid-up shares, registered in the name of any member, either singly or jointly with any other person and upon the proceeds of sale thereof on all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends, from time to time, declared in respect of such shares.

Provided that the Directors, at any time, may, through a duly convened Board Meeting, declare any shares to be exempt, wholly or partially, from the provisions of this Article.

Provided further that unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

Enforcing lien by sale

20. For the purposes of enforcing such lien, the Board of Directors may, through a duly convened Board meeting, sell, dispose of or auction the shares subject to such terms and conditions and in such manner as they may think fit and proper.

Provided that no such sale, etc., shall be made until the expiration of 14 days after a notice in writing, stating and demanding payment of such amount in respect of which the lien exists, has been given to the Registered Holder of the shares for the time being or to the person entitled to the shares by reason of death or insolvency of the Registered holder.

Authority to transfer

21. To give effect to such sale, the Board of Directors may authorise any person to transfer the shares so sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in such transfer. The purchaser shall not be bound to see to the application of the purchase consideration nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Application of proceeds of sale

22. The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys and the balance (if any) shall be paid to the defaulting Member or the person (if any) entitled by transmission to the shares at the date of the sale.

TRANSFER AND TRANSMISSION OF SHARES

Instrument of transfer

23. The shares in the Company shall be transferred by an instrument in writing in the prescribed form, duly stamped and signed in the manner provided under the provisions of the Act and any modifications thereof and the rules prescribed thereunder.

Transfer

24. (a) The instrument of transfer of any shares in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Register of members in respect thereof.

(b) Any share may be transferred by a share holder to his or her relatives or any member of the Company or any person as may be approved by the Board of Directors, through a duly convened Board Meeting, as long as any relatives or any members of the Company is / are not willing to purchase the shares.

(c) Except as aforesaid no share shall be transferred to any person who is not a Member of the Company or their Relatives so long as any Member or their relatives is / are willing to purchase the same at the fair value which may be determined by the Board of Directors, through a duly convened Board Meeting, having regard to the financial position of the Company and future prospects of the Company.

Notice to the Company

(d) If a member who is desirous of selling his share holdings, in part or in full, is not able to find another member or his relatives to purchase his share holdings, he shall give notice to the Company of his intention to sell his share and shall also state the number and distinctive number of shares he intends to sell. No transfer notice shall be withdrawn except with the sanction of the Board of Directors.

Fixation of fair value of shares

(e) Within thirty days after receipt of such notice the Board, through a duly convened Board meeting, the member who desires to sell his share(s) shall fix the fair value of the shares. If the Board and the selling member are unable to agree upon a fair value, the Company's Auditors shall fix the fair market value. The fair value fixed by the Auditors shall be final and conclusive.

Circular to Members

(f) Within one week after the fixation of the fair market value of the shares the Company shall give notice to all the members by a circular containing all the particulars and inviting the members to communicate to the Company within fourteen days, about their willingness to buy any share(s).

If more than one member wishes to

(g) If more than one member is willing to purchase the shares, the shares shall be divided among the proposing purchasers in such proportion in which they already hold shares provided purchase - Procedure

that no proposing purchaser or purchasers shall be liable to take shares more than what he had offered to purchase and provided further that where shares can not be so divided as aforesaid without creating fractions, shall be apportioned by lot among the proposing purchasers.

Execution of transfer, etc.

(h) The selling member shall transfer the shares to the proposing purchaser(s) on receiving a communication in that regard from the Company. If the selling Member does not transfer the shares within fourteen days from the date of receipt of communication from the Company, the Company on receiving the purchase money shall affect the transfer and direct the purchaser(s)'s name to be entered in the Register of Members as the holder(s) of the shares. The Company shall hold the purchase money in trust for the transferor until it is paid to the transferor. The receipt by the Company of the purchase money shall be a good discharge to the purchaser(s). After his or their name(s) had been entered in the register in exercise of the aforesaid power, the transferor shall not question the validity of the entire proceedings.

When no member is willing to purchase

(i) If the shares or any of the shares are not purchased by any other member or relatives, then the member intending to sell may, after the receipt of communication from the Company that no member or relative is willing to purchase the shares, sell them to any other persons approved by the Board, through a duly convened Board meeting.

(j) Nothing in this Article shall prejudice any power of the Board of Directors, to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.

(k) Nothing in this Article shall prejudice any power of the Board of Directors to refuse to register the transfer of shares to a transferee, whether a member or not.

Board's right to refuse

25. (a) Subject to the provisions of the Act, the Board, at their absolute and uncontrolled discretion without assigning any reason, may, through a duly convened Board and within one month from the date at which the instrument of transfer or transmission was delivered to the Company refuse to register any transfer of or transmission by operation of law of the right to a share.

(b) The registration of a transfer of share shall not be refused on the ground of the transferor being, either singly or jointly with any person or persons, indebted to the Company on any account whatsoever except in exercise of a lien on partly paid share for arrears of call thereon, pursuant to Article 20 enumerated hereinabove.

(c) The right of the Board to refuse to register any transfer of share is subject to the provisions of appropriate enactments of the Government as are in force from time to time.

Further right of Board of Directors to Refuse to register

26. The Board of Directors may also decline to recognise any instrument of transfer unless:

(a) The instrument of transfer is accompanied by the certificate of share to which it relates and such other evidence as the Board of Directors may reasonably require to show the right of the transferor to make the transfer; and

(b) The instrument of transfer is in respect of only one class of share.

Right to Transmission of shares on death of a Member

27. (a) In the event of death of any one or more of several joint Shareholders the remaining survivor or survivors alone shall be entitled to be recognised as having title to the shares.

(b) In the event of death of any sole Shareholder or of the last surviving Shareholder, the executors or administrators of such Shareholder or other persons legally entitled to the shares shall be entitled to be recognised by the Company as having any title to the shares of the deceased.

Provided that on production of such evidence as to title and on such indemnity or other terms and conditions as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased Shareholder.

Provided further that in any case it shall be lawful for the Board, in their absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and upon such terms as to indemnity or otherwise as the Board may deem just and necessary.

Rights and liabilities of a Legal Representative

28. (a) Any person becoming entitled to a share in consequence of the death or insolvency of a Member may, upon such evidence being produced as may from time to time be properly required by the Board and subject as hereinafter provided, elect, either –

(i) to be registered himself as holder of the share

or

(ii) to make such transfer of the share as the deceased or insolvent member could have made.

(b) The Board, shall, in either case, have the same rights 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.

Notice by such person on his election

29. (a) If the person becoming entitled to the share shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing stating that he so elects.

(b) If the person aforesaid shall elect to transfer the shares, he shall, testify his election by executing a transfer deed for transfer of the share.

(c) All the limitations, restrictions and provisions of these Regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice of transfer were a transfer signed by that Member.

ALTERATION OF CAPITAL

Alteration and consolidation of Capital

30. (a) The Company may, from time to time, by a Special Resolution passed at a duly convened General Body meeting wherein such number of members alter the provisions of the memorandum of Association as follows:-

(i) increase its Share Capital by such amount as it thinks expedient by issuing new shares;

(ii) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares;

(iii) convert all or any of its fully paid-up shares into stocks, and re-convert stocks into fully paid-up shares of any denomination;

(iv) Sub-divide the shares, or any of them into shares of smaller amount than is fixed by the Memorandum, so however that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the shares from which the reduced shares were derived.

(v) Cancel shares, which, at the date of passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the shares so cancelled provided however the cancellation of shares in pursuance of the exercise of this power shall be deemed to be a reduction of share capital within the meaning of the Act.

(b) The resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such subdivision, one or more of such shares shall have some preference or special advantage as regards dividend, return of capital or otherwise over or as compared to the others.

Reduction/Cancellation of Capital, etc., by Company

31. The Company may, by Special Resolution, passed at a duly convened General Body Meeting reduce in any manner including cancellation of shares, which has been issued and/or subscribed and/or paid up as on the date of the resolution and/or subject to any consent required by law:

(a) its share capital of any classes

(b) any capital redemption reserve account; or

(c) any securities premium account.

CAPITALISATION OF PROFITS

Capitalisation of profits

32. (a) The Company in general meeting may, on the recommendations of the Board, resolve:-

(i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the statement of profit and loss or otherwise, available for distribution; and

(ii) that such sums be accordingly set free for distribution in the manner specified in clause (b) below, amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions.

(b) The sum aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (c) below, either in or towards –

(i) paying up any amounts for the time being unpaid on any share held by such members respectively;

(ii) paying up in full, unissued shares or debentures of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; and

(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).

(c) A share premium Account and a Capital Redemption Reserve Account may for the purpose of this regulation only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

(d) The Board shall give effect to resolutions passed by the Company in general meeting in pursuance of this Article.

Powers of Directors for declaration of Bonus

33. (a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue of fully paid shares if any, and

(ii) Generally to do all acts and things required to give effect thereto.

(b) The Board shall have full powers:

(i) To make such provision, by the issue of Fractional Certificates or by payment in cash or otherwise as they may think fit, in the case of shares becoming distributable in fractions, and also

(ii) To authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully plaid-up of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts or any part of the amounts remaining unpaid on their existing shares.

(c) Any agreement made under such authority shall be effective binding on all such members.

BUY BACK OF SECUTIRIES

Investments of Company's funds on own shares – Buy Back

34. Subject to the provisions of Sections 68 to 70 and any other applicable provisions of the the Act or any other law for the time being in force, the funds or any part of the funds of the Company may be employed for the purchase of Shares of the Company and also the Company may give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with the purchase or subscription made or to be made by any person in any shares of the Company.

GENERAL MEETINGS

Annual General

35. The Company shall hold in addition to any other meetings, a General meeting which shall be styled as its Annual General Meeting

Meeting		at intervals and in accordance with the provisions specified herein below:

(a) Every Annual General Meeting shall be held by the Company within six months after the expiry of each financial year subject however to the power of the Registrar of Companies to extend the time within which such a meeting can be held, for a period not exceeding three months and subject hereto not more than fifteen months shall elapse from the date of one Annual General Meeting and that of the next.

(b) Subject to the provisions of the Act every Annual General Meeting shall be called for at 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, town or village in which Registered Office of the Company is situate.

(c) Notice calling such meeting shall specify such meeting as the Annual General Meeting.

(d) All general meetings other than annual general meetings shall be referred to as Extraordinary General Meetings.

Extraordinary General Meetings

36. (a) The Board of Directors, the Chairman of the Company or the Managing Director may whenever considered fit, convene an Extraordinary General Meeting.

(b) Extraordinary General Meetings may be held either at the Registered Office of the Company or at such other convenient place as the Board of Directors (or subject to any directions of the Board of Directors) may deem fit.

Notice for General Meetings

37. A General Meeting of the Company may be called by giving not less than 21 days notice in writing, provided that a General Meeting may be called after giving shorter notice, if consent thereto is accorded, in the case of the Annual General Meeting by all the members entitled to vote there at and in the case of any other meeting by the members of the Company holding not less than 95% of that part of the paid-up share capital which gives the right to them to vote on the matters to be considered at the meeting.

Provided that where any member or members of the Company are entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, that member or those members shall be taken into account for the purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.

Accidental omission to give notice not to

38. Any accidental omission to give notice of any Meeting to or the non-receipt of any such notice by any of the Members shall not invalidate the proceedings of or any resolution passed at such Meetings.

invalidate the Meetings

Special Business and statement to be annexed

39. (a) All businesses shall be deemed special that are transacted at an Extraordinary General Meeting and also that are transacted at an Annual General Meeting with the exception of declaration of dividend, the consideration of Profit and Loss Accounts, Balance Sheets and the reports of the Directors and Auditors, the election of the Directors in place of those retiring by rotation and the appointment of and fixing of remuneration of Auditors.

(b) Any Annual General Meeting as well as any Extraordinary General Meeting may transact any item of business whether ordinary or special and in particular, an Extraordinary General Meeting, shall be entitled to transact any business or pass any resolution which can be properly moved at such General Meetings and more particularly resolutions sanctioning or declaring any dividend, final, interim, supplemental, or otherwise, that may be recommended by the Directors for the time being in office.

(c) Where any items of businesses to be transacted at the meetings are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting, a statement setting out all material facts concerning each item of business.

PROCEEDINGS AT GENERAL MEETING

Quorum

40. The quorum in case of private Company shall be two members personally present at the meeting. Proxies shall be excluded for determining the Quorum.

If quorum not present when meeting to be dissolved and when not to be dissolved

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

Chairman of General Meetings

42. The Chairman, if any, of the Board of Directors, shall preside as chairman at every general meeting of the Company.

When Chairman absent choice of another Chairman

43. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman of the meeting, the members present shall choose another Director as Chairman and if no Director be present or if no Director is willing to act as Chairman, then the members present shall choose one of their number to be the Chairman of the meeting.

Questions at General Meetings how decided	44.	At any General meeting any resolution put to vote at the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of voting by show of hands) demanded in accordance with the provisions of the Act. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority, or lost and an entry to that effect in the books of the proceedings of meetings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
Casting votes	45.	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall, both on a show of hands and on a poll, be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled as a Member.
Voting right	46.	(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. (ii) For this purpose ,seniority shall be determined by the order in which the names stand in the register of members.
Taking of poll	47.	If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the Chairman directs and in accordance with provisions of the Act and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken. The Chairman shall appoint two scrutinizers in the manner required by the Act. The Chairman shall have power, at any time before the results of the poll is declared, to remove a scrutinizer from office and to fill vacancies in the office of scrutinizer arising from such removal or from any other cause.
Circumstances when poll taken without adjournment	48.	A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made, as the Chairman may direct.

ADJOURNEMENT OF MEETINGS

Adjournment of Meetings	49.	(a) The Chairman may adjourn any meeting at which a quorum is present from time to time. (b) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as nearly as in the case of an original meeting. (c) Save as aforesaid it shall not be necessary to give any notice

of an adjournment or of the business to be transacted at an adjourning meeting.

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

BOARD OF DIRECTORS

Number of Directors	50.	Subject to the provisions of the Act, until otherwise determined, the number of Directors shall be not less than 2 and not more than 7.
Right of certain persons to appoint Directors	51.	The Board, at a duly convened meeting, shall, subject to the provisions of the Act, be entitled to agree with any person that he shall have the right to appoint his nominee(s) on the Board of Directors of the Company and such nominees, unless otherwise agreed to, shall not be liable to retire by rotation.
Director share Qualifica-tion	52.	No share qualification shall be required to be held by any Director including the Managing Director.
Directors' remuneration	53.	

(a) Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in a General Meeting, wherein such number of members, for the time being of the Company, holding more than three fourth of the total issued capital of the Company are present in person and vote in favour of the resolution, and such sanction or approval, if any, of the Government of India, as may be required under the Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit and proper.

(b) Subject to the provisions of the Act, the Company in General Meeting, wherein such number of members, for the time being of the Company, holding more than three fourth of the total issued capital of the Company are present in person and vote in favour of the resolution, may by Special Resolution and sanction a remuneration not exceeding one percent (1%) of the net profits of the Company calculated in accordance with the provisions of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they had held office respectively as such Directors.

(c) Subject to the provisions of the Act and subject to such sanction or approval of the Government of India, as may be required under the Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration, as they may think fit and proper, in the form of either salary, commission, or lump sum

Power of Board to add to its Members

54. The Board, at a duly convened meeting, shall have power, at any time and from time to time, to appoint any person as a Director as an addition to the Board but so that the total number of Directors and Additional Directors shall not at any time exceed the maximum strength fixed for the Board by these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting of the Company and shall be eligible for appointment by the Company as a Director at that Meeting subject to the provisions of the Act.

Chairman of the Board of Directors

55. The Board of Directors may elect a Chairman from among themselves to chair its Meetings and determine the period for which he is to hold office. In the event of any vacancy arising in the office of the Chairman, the Directors may elect from among themselves any person as Chairman of the Board of Directors and such person shall hold office as Chairman for such period as may be determined by the Board, provided that such person continues to hold office as a Director. If such person retires from his office as a Director at any Annual General Meeting and is re-elected at the same Meeting he shall continue to be Chairman for the said period and a fresh appointment as Chairman shall not be necessary.

Power to remove Director by Ordinary Resolution on Special Notice

56. The Company may remove any Director before the expiration of his period of office in accordance with the provisions of the Act and may subject to the provisions of the Act, appoint another person in his stead.

Board may fill up casual vacancies

57. If any Director appointed by the Company in General Meeting vacates office as a Director before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred, provided that the Board may not fill such vacancy by appointing thereto any person who has been removed from the office of Director as herein provided.
Provided that the power given hereinabove to the Board shall be exercised by the Board only at a meeting of the Board.

Alternate Director

58. (a) The Board of Directors of the Company may appoint an alternate Director to act for a Director (hereinafter called in this Article "the original Director") during his absence for a period of not less than three months from the state in which the Meetings of the Board are ordinarily held.

(b) An alternate Director appointed under clause (a) above shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to the state in which Meetings of the Board are ordinarily held.

(c) If the term of office of the Original Director is determined before he so returns to the state aforesaid, any provision for the reappointment of retiring directors in default of another appointment shall apply to the Original and not to the Alternate Director.

Directors may have contract with the Company

59. (a) Subject to the provisions of the Act, no Director shall be disqualified by his office from holding any office or place of profit under the Company, or under any other company in which the Company may be a member or otherwise interested, or from contracting with the other company either as vender, purchaser or otherwise; nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested, be avoided; nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or released by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established. But it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined, if his interest then existed or in any other case, at the first Meeting of the Directors after the acquisition of his interest.

(b) A general notice that a Director is a member of any specified firm or company, and that he is to be regarded as interested in all transactions with such firm or company, shall be sufficient disclosure under this Article as regards such Director and the said transactions, and after such general notice, it shall not be necessary for him to give any special notice relating to any particular transaction with that firm or company.

Rotation and retirement of Directors

60. Subject to Article 82 and further subject to the prescriptions of the General Body at a duly convened meeting, the Directors of the Company need not retire by rotation.

Retiring Director eligible for reelection	61.	A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing a person thereto.
Which Directors to retire	62.	The Directors retiring by rotation as may be prescribed by the general body at the time of his appointment shall be eligible to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.
Power of General Meeting to increase or reduce the number of Directors	63.	Subject to the provisions of the Act, the Company in general meeting may by passing a Special resolution increase or decrease the number of its Directors within the limits fixed by Article 77 above. Provided that the vacancy arising out of resignation, death, or otherwise, or the expiry of term of office of Director shall not be construed as a reduction in the number of Directors.

PROCEEDINGS OF THE BOARD

Meeting of the Board	64.	(a)	The Board of Directors may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board of Directors shall be held at least once in every three months and at least four such meetings shall be held in every year besides the time gap between two such meetings shall not be more than 120 days.
		(b)	The Chairman and / or the Managing Director may at any time at his / their discretion summon a meeting of the Board. The Chairman and / or the Managing Director shall, on the requisition of two or more Directors, summon a meeting of the Board within a reasonable time of such requisition.
Questions how decided	65.	(a)	Save as otherwise expressly provided in the Act and in these Articles, a meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Directors generally, by or under the Regulations of the Company for the time being in force, and all questions arising at any Meeting of the Board shall be decided by a majority of the Directors present.
		(b)	In the case of an equality of vote, the Chairman of that meeting shall have a casting vote in addition to his vote as a Director.

Right of continuing	66.	The continuing Directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced to below

Directors when there is no quorum		two, the continuing Director or Directors may act for the purpose of increasing the number of Directors to the minimum requirement of two or of summoning a general meeting of the Company and for no other purpose whatsoever.
Quorum	67.	The quorum for a Meeting of the Board of Directors shall be one-third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors whichever is higher, one of whom shall always be the Chairman of the Company as stated at Article 83 hereinabove. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or Meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at that time.
Chairman of Meeting	68.	If there is any vacancy in the office of the Chairman or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their numbers to be the Chairman of the meeting.
Delegation of Powers	69.	(a) The Board may, subject to the provisions of the Act, delegate any of its powers to any Committee consisting of such number of members of its body, as it thinks fit. (b) Any Committee so formed shall, in exercise of the powers so delegated, conform to the directions, rules and regulations that may be given or prescribed by the Board at the time of constitution of the Committee or any time thereafter.
Election of Chairman of Committee	70.	In the absence of any prescriptions in this regard by the Board of Directors, a Committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman, so prescribed or elected, is not present within fifteen minutes after the time appointed for holding the meeting, the members of the Committee present may choose one of their number to be Chairman of the meeting.
Quorum for a Committee	71.	The quorum for a Committee may be fixed by the Board of Directors and until so fixed the quorum shall be one if the Committee consists of a single member and two if the Committee consists of more than one member.
Meeting of the Committee And questions how determined	72.	(a) A Committee may meet and adjourn, as it thinks proper. (b) Questions arising at any meeting of a Committee shall be determined by the sole member of the committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairman shall

have a casting vote in addition to his vote as a member of the Committee.

Act done by Board or Committee valid not withstanding defective appointment, etc.

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

Resolution by circulation

74. Save as otherwise expressly provided in the Act and / or these Articles, a resolution in writing circulated in draft together with necessary papers, if any, to all the Directors or to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or of the Committee as the case may be) and to all other Directors or Committee members at their usual addresses in India and approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote on the resolution besides the express approval of the Chairman appointed vide Article 83 hereto shall be valid and effectual as if it had been a resolution duly passed at a Meeting of the Board or of the Committee duly convened and held.

POWERS OF THE BOARD

General powers of the Company vested in the Directors

75. Subject to the provisions of the Act, the management and control of the Company shall be vested in the Board who shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise and do provided that the Board shall not exercise any power or do any act or thing which is directed to required, whether by the Act or by any other statute or by the Memorandum of Association of the Company or by these Articles or otherwise, to be exercised or done by the Company in general meeting. Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of Association of the Company or in these articles, or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior Act of the Board which would have been valid if that regulation had not been made.

Further powers of Directors

76. Without prejudice to the generality of the foregoing, it is hereby expressly declared that the Directors shall have the following powers, that is to say, power -

(a) To pay the costs, charges and expenses incurred prior to and incidental to the promotion, formation, establishment and registration of the Company.

(b) To carry on and transact the several kinds of businesses specified in clause III of the Memorandum of Association of the Company.

(c) To open one or more accounts of any kind with any bank or banks and to draw, accept, endorse, discount, negotiate and discharge on behalf of the Company all bills of exchange, promissory notes, cheques, hundies, drafts, railway receipts, dock warrants, delivery orders, Government promissory notes, other Government instruments, shares, bonds, debentures or debenture stocks of Corporation, Local Bodies, Port Trusts, Improvement Trusts or other Corporate Bodies and to execute transfer deed for transferring stocks, shares or stock certificate of the Government and the local or corporate bodies in connection with any business or any subject of the Company.

(d) At their discretion to pay for any property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, or other securities may be either specifically charged upon all or any of the property of the Company or not so charged.

(e) To engage and in their discretion to remove, suspend, dismiss and remunerate bankers, legal advisers, accountants, cashiers, agents, commission agents, dealers, brokers, foremen, servants, employees of every description and to employ such professional, technical or skilled assistants as, from time to time, may, in their option, be necessary or advisable in the interest of the Company and upon such terms as to duration of employment, remuneration or otherwise and as may be required security in such instance and to such amounts as the Directors think fit.

(f) To accept from any member, on such terms and conditions as shall be agreed upon, a surrender of his shares or stocks or any part thereof.

(g) To secure the fulfillment of any contracts or agreements entered into by the Company, by mortgage of charge of all or any of the property of the Company or in such manner as they may think fit.

(h) To institute, conduct, defend, compound or abandon any action suits and legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound, compromise or submit to arbitration the same action, suits and legal proceedings.

(i) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.

(j) To determine who shall be entitled to sign, on the Company's behalf, bills of exchange, pronotes, dividend warrants, cheques and other negotiable instruments, receipts, acceptance endorsements, release contracts, deeds and documents.

(k) From time to time to regulate the affairs of the Company within or without the Indian territory in such manner as they think fit and in particular to appoint any person to be the attorneys or agents of the Company either within or without India with such powers including power to sub delegate and upon such terms as may be thought fit.

(l) To invest and deal with any moneys of the Company not immediately required for the purposes mentioned in the Memorandum of Association of the Company upon such securities, as they think fit and also dispose off such securities.

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

(n) To grant and pay to any person employed by the Company a commission on the profits of any particular business or transaction, or a share in the general profits of the Company and such commission, or share of profits, shall be treated as part of the working expenses of the Company.

(o) From time to time to make, vary and repeal byelaws for the regulation of the businesses of the Company, it's officers and servants.

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

(q) To appoint from time to time and at any time at their discretion one or more persons as Executive Directors, Technical Directors, Finance Directors, Special Directors or by whatever name called in the employment of the Company on such terms and conditions as to remuneration or otherwise as the Board may deem fit and to vary the same from time to time and at their discretion to remove or suspend the persons from the said offices. The persons so appointed should not be Directors of the Company within the meaning of the Act nor shall they have any of the powers of or be subject to any of the duties of a Director. Also such persons shall exercise such powers and discharge such duties as the Board may from time to time determine.

(r) To pay gratuities, bonus rewards, presents and gifts to employees or dependents of any deceased employees, to charitable institutions or other purposes, to subscribe for provident funds and other association for the benefits of the employees.

Delegation of powers

77 The Board may, at any time and from time to time delegate to any persons such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such periods and subject to such conditions as the Board may from time to time think fit. The Board may authorise any such delegate to subdelegate all or any of the powers, authorities and discretions for the time being vested in him.

MANAGING DIRECTOR

Appointment and period of appointment of Managing Director

78. The Board, at a duly convened meeting, may from time to time appoint and re-appoint one or more of their body as one or more Managing Directors and in the event of any vacancy arising in the office of the Managing Director, the vacancy may be filled by the Board accordingly. The Managing Director, so appointed, shall hold office for such period as the Board may deem fit and be paid such remuneration as the Company in General Meeting may determine subject to such sanction of the Central Government as may be required.

Powers of Managing Director

79. The Managing Director shall have, subject to the supervision, control and direction of the Board, the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties, in relation to the management of the affairs and transactions of the Company, except such powers and such duties as are required by law or by these presents to be exercised or done by the Company in General Meeting or by the Board of Directors and also subject to such conditions or restrictions imposed by the Act or by these presents.

Managing Director shall first be a Director

80. The Managing Director shall not be liable to retire by rotation. If the Managing Director ceases to hold office as Director he shall ipso facto immediately cease to be the Managing Director.

Whole-Time Director

81. Subject to the provisions of the Act, the Board of Director, at a duly convened meeting, may appoint one or more of their body as one or more Whole-Time Directors. The Directors so appointed

shall perform such duties and exercise such powers as the Board may from time to time determine, and subject to the conditions and restrictions, if any, that the Board may impose. The remuneration payable to such Whole-Time Director shall be determined by the Board subject to approval of the Company in General Meeting and/or the approval of the Central Government as may be required.

BORROWING POWERS

82. The Board of Directors, at a duly convened meeting, may, from time to time at their discretion, raise or borrow or secure the repayment of any sum or sums of money for the purposes of the Company at such time and in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes, or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable, debenture or debentures stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging, charging or pledging any lands, buildings, goods or other property and securities of the Company, or by such other means as it may seem expedient.

Indemnity against charges in favour of Directors

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

Powers to be exercised by the Board only at a Meeting

84. The Board of Directors shall exercise the following powers on behalf of the Company and such power shall be exercised only by a resolution passed at a meeting of the Board, wherein all the Directors for the time being of the Company are present and vote in favour :-

(a) Power to make calls on shareholders or in respect of moneys unpaid on their shares

(b) Power to authorise buy-back of securities under Section 68

(c) Power to issue securities, including debentures, whether in or outside India

(d) Power to borrow monies

(e) Power to invest the funds of the company

(f) Power to grant loans or give guarantee or provide security in respect of loans

(g) Power to approve financial statement and the Board's report

(h) Power to diversify the business of the company

(i) Power to approve amalgamation, merger or reconstruction

(j) Power to acquire a controlling or substantial stake in another company

(k) Power to carry out such other matter which may be prescribed

COMMON SEAL

Common Seal 85. The Board shall provide a Common Seal of the Company and shall have power, from time to time, to destroy the same and substitute a new seal in lieu thereof. The Board shall provide for the safe custody of the common seal.

Affixture of common seal 86. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf and unless the Board otherwise determine every deed or other instrument to which the seal is required to be affixed shall unless the same is executed by a duly constituted attorney for the Company, be signed by atleast one Director in whose presence the seal shall have been affixed and / or counter-signed by the Secretary or such other persons as may from time to time be authorised by the Board: provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same.

OPERATION OF BANK ACCOUNTS

87. The Directors shall have the power to open bank accounts to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, haudies and bills or may authorise any other person or persons to exercise such powers.

DIVIDENDS AND RESERVES

Declaration of dividends 88. The Company in General meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

Interim Dividends 89. The Board may from time to time pay to the Members such interim dividends as appears to them to be justified by the profits of the Company.

Method of payment of dividends	90.	(a)	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 up on the shares in respect whereof the dividend is paid.
		(b)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of these regulations as paid on the share.
		(c)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividends are paid, but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such share shall rank for dividend accordingly.
Deductions from dividends	91.	The Board may deduct from any dividend payable to any Member all sums of moneys, if any presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.	
Payment by cheque or warrant	92.	(a)	Any dividend, interest or other moneys payable in respect of shares may be paid by cheque or warrant sent through post, to the registered address of the Shareholder or in the case of joint-holders to the registered address of that dine of the joint-holders who is first named on the Register of Members or to such person and to such address as the Shareholders may in writing direct.
		(b)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
		(c)	Every cheque or warrant shall be posted within forty-two days from the date of declaration of dividend.
		(d)	Any dividend is deemed to be paid on the day on which the cheque or warrant is posted in the manner stated above. No dividend shall bear interest against the Company.
Transfer of shares vis-à-vis dividends	93.	Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.	
Notice of Dividends	94.	Notice of any dividend that may have been declared shall be given to the persons entitled to the share in the manner mentioned in the Act.	
Unclaimed Dividends	95.	No unclaimed dividends shall be forfeited by the Board and the Company shall comply with the provisions of the Act in respect of such dividends.	

ACCOUNTS

Books of	96.	The Board shall, from time to time, determine whether and to what

Accounts — extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to inspection of members not being Directors.

Inspection by Members — 97. No member not being a Director shall have any right of inspection of any accounts, books or documents of the Company, except as conferred by the statute or authorised by the Board or by a resolution of the Company in General Meeting.

AUDIT

Accounts to be audited — 98. Every Balance Sheet and Profit and Loss Account shall be audited by one or more Auditors to be appointed as hereinafter mentioned.

Appointment of Auditors — 99. (a) The Statutory Auditor or Auditors of the Company shall be appointed or reappointed and shall hold office in accordance with the provisions of Section 139, 141 and all the other applicable provisions of the Act unless –

(i) he is not qualified for re-appointment.

(ii) he has given the Company notice in writing of his unwillingness to be re-appointed.

(iii) A resolution has been passed at that Meeting appointing somebody instead of him or providing expressly that he shall not be re-appointed; or

(iv) Where notice has been given of an intended resolution to appoint some person or persons in place of the retiring Auditor or Auditors, and by reason of the death, incapacity or disqualification of that person or of all those persons, as the case may be, the resolution cannot be proceeded with.

(b) The Board of Directors may fill any causal vacancy in the office of Auditor but while any such vacancy continues, the remaining Auditor or Auditors (if any) may act; where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.

Remuneration of Auditor — 100. The remuneration of the Auditors shall be fixed by the Company in General Meeting except that of the remuneration of the First Auditors and of any Auditors appointed to fill any causal vacancy which may be fixed by the Board of Directors.

Accounts when audited and approved to be — 101. The accounts of the Company when audited and approved by a General meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof; whenever any such error is discovered within next period conclusive — the accounts shall forthwith be corrected, and thenceforth be conclusive.

SERVICE OF DOCUMENTS AND NOTICE

Service of documents on the Company

102. A document may be served on the Company or an officer thereof by sending it to the Company or the officer at the Registered Office of the Company by post under certificate of posting or by leaving it at the Registered Office.

103. (a) A document (which expression for this purpose shall be deemed to include any summons, notices, requisitions, process order, judgement or any other document in relation to or in the winding up of the Company) may be served or sent by the Company on or to any Member either personally or by sending it by post to him to his registered address, or if he has no registered address in India, to the address if any, within India supplied by him to the Company for the giving of notice to him or through electronic means.

(b) All notices shall, with respect to any registered shares to which more than one person are jointly entitled to, be given to whichever of such persons as is named first in the Register of Members and notice so given shall be sufficient notice to all the holders of such shares.

(c) Where a document is sent by post service thereof shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the document, provided that where a Member has intimated to the Company in advance about the mode of service of documents, either by Registered Post or through courier service or through electronic means, with or without acknowledgement due, and had deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document shall be deemed to be effected unless it is sent in the manner so intimated by the Member; and such service shall be deemed to have been effected –

(i) in the case of a notice of a Meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and

(ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

Members to notify address in India

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

Service on persons

105. A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a

acquiring shares on death or insolvency of Member

Member by sending it through post in a pre-paid letter addressed to them by name or by the title of representatives 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 the same might have been served if the death or insolvency or otherwise had not occurred.

Persons entitled to notice of General Meeting

106. Subject to the provisions of the Act and these Articles notice of General Meeting shall be given -

(a) To the members of the company as in any manner authorised by these Articles or as authorised by the Act.

(b) To the persons entitled to a share in consequence of the death or insolvency of a member as provided by these Articles or as authorised by the Act.

(c) To the Auditor or Auditors for the time being of the company in any manner as authorised by the Act in the case of any member or members of the company.

Advertisement

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

Members bound by documents given to previous holder

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

How notice to be signed

109. Any notice to be given by the Company shall be signed by the Chairman or by the Managing Director or by the Secretary or by such Director or officer as the Board may appoint. The signature to any notice to be given by the Company may be hand written, printed or lithographed.

AUTHENTICATION OF DOCUMENTS

Authentication of documents and proceedings

110. Save as otherwise expressly provided in the Act or these presents, a document or proceeding requiring authentication by the signature of a Director, the Chairman, the Managing Director, the Secretary or an authorised officer of the Company need not be under its seal.

111. **ARBITRATION CLAUSE**

All disputes arising out of or in connection with the Incorporation, Management, appointment of directors, transfer of shares, Memorandum of association ,Article of association ,Directors ,right of pre-emption,other clauses of the MOA and AOA of the company and between the members or between members and directors shall be referred to and shall be settled according to the Indian Arbitration and Conciliation Act 1996 as amended from time to time and the rules made there under. The disputes shall be referred to a sole arbitrator to be appointed with mutual consent.

WINDING UP

Winding up

112. If the Company shall be wound up and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up equity capital or equity capital deemed to be paid-up, such assets shall be distributed in such a manner that the losses shall be borne in such proportion of capital paid-up or deemed to be paid-up at the commencement of the winding up, on the shares held by them respectively; and if such distribution amongst the Members shall be more than sufficient to repay the whole of the equity capital paid-up at the commencement of the winding up, the excess shall be distributed amongst the Members in such proportion to the equity capital paid up or deemed to be paid up at the commencement of the winding up, on the shares held by them respectively. Where capital is paid-up on any shares in advance of calls, upon the footing that the same shall carry interest, such capital shall be excluded and shall be repayable in full before any distribution is made on the paid-up capital or capital deemed to be paid-up together with interest at the rate agreed upon. The provisions of the Article shall be subject to any special rights or liabilities attached to any special class of shares forming part of the capital of the Company.

INDEMNITY AND RESPONSIBILITY

Right of Directors and others to indemnity

113. Subject to the provisions of the Act, the Chairman, Managing Director, Technical Director, whole time Directors and every other Directors, Manager, Secretary and other officers and Employees of the Company shall be indemnified by the Company against, and it shall be duty of the Directors to pay out of the funds of the Company all costs, losses, and expenses (including travelling expenses) which any such Chairman, Managing Director, Technical Director, whole time Directors and every other Directors, Manager, Secretary and other officers and Employees of the Company may incur or become liable to by reason of any contract entered into or act or deed done by him or in any other way in the discharge of his duties as such Chairman, Managing Director, Technical Director, whole time Directors and every other Directors, Manager, Secretary and other officers and Employees of the Company.

Not responsible for acts of others

114. Subject to the provisions of the Act no Director or other officers of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Directors or officers or for jointing in any receipt or other act for conformity or for any loss or expense happening to the Company through insufficient or deficient title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any money of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited or for any other loss occasioned by any error of judgment or oversight on his part, or for any other loss or 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 willful act or default.

SECRECY

115. No Member shall be entitled to visit or inspect the Company's offices and works without the permission of the Directors or Managing Director, or to require discovery or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process, or which may relate to the conduct of the business of the Company and which in the opinion of the Board will be inexpedient in the interests of the Company to be communicated to the public.

Names, Addresses, Descriptions , Occupations & Signature of Subscribers	Names, Addresses, Descriptions , Occupations & Signature of Subscribers
Sd/-	Sd/-
Sd/-	

PLACE: MADRAS

DATE: