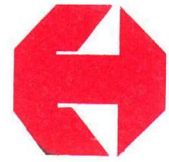


# Hindustan Everest Tools Limited



Date: 20<sup>th</sup> April, 2021

To,  
Manager (Listing)  
BSE Limited,  
Floor 25, P J Tower,  
Dalal Street,  
Mumbai -400001

CIN: L74899DL1962PLC003634  
4/11, 1<sup>st</sup> Floor, Asaf Ali Road,  
New Delhi - 110 002 (INDIA)  
Ph. No.: +91 - 9910032394  
Email: [admin@everesttools.com](mailto:admin@everesttools.com)  
Website: [www.everesttools.com](http://www.everesttools.com)

**Re: Company's Code No. 505725**

**Subject: Notice of Postal Ballot**

Dear Sir/ Ma'am,

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we enclose herewith notice of Postal Ballot dated 13<sup>th</sup> April, 2021 being sent to the shareholders of the Company, for seeking their approval.

Date of events relevant to Postal Ballot are as below:

S.No.	Particulars	Event Dates
1.	Date of Completion of dispatch of Notice (by electronic means) to members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, 16 <sup>th</sup> April, 2021.	Tuesday, 20 <sup>th</sup> April, 2021
2.	Date of Commencement of e-Voting	Wednesday, 21 <sup>st</sup> April, 2021
3.	Date of Ending of e-Voting ("Last Date")	Thursday, 20 <sup>th</sup> May, 2021
4.	Results of Postal Ballot	Saturday, 22 <sup>nd</sup> May, 2021

Postal Ballot Notice, along with the Explanatory Statement, is uploaded on the website of the Company at <http://www.everesttools.com/> and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

This is for your information and records.

For Hindustan Everest Tools Limited

Sd/-

Devansh Gupta  
Director  
DIN: 06920376

**Hindustan  
Everest Tools  
Limited**



CIN : L74899DL1962PLC003634

4/11, 1<sup>st</sup> Floor, Asaf Ali Road,

New Delhi - 110 002 (INDIA)

Ph. No. : +91 - 9910032394

Email : [admin@everesttools.com](mailto:admin@everesttools.com)

Website :- [www.everesttools.com](http://www.everesttools.com)

**NOTICE OF POSTAL BALLOT**

**Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of  
the Companies (Management and Administration) Rules, 2014**

Dear Member(s),

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to transact the special businesses set out below and proposed to be passed by the members of Hindustan Everest Tools Limited ("Company"), by means of Special Resolutions through the process of Postal Ballot by electronic means ("e-voting").

Approval of Members of the Company is sought for:

- 1. Alteration in the Object Clause of Memorandum of Association of the Company**
- 2. To Adopt New Articles of Association of the Company Containing Regulations in Line with the provisions of the Companies Act, 2013.**
- 3. Increasing the limits for Loans/ Investments/ Corporate Guarantees by the Company u/s 186 of Companies Act, 2013.**
- 4. To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013.**

The Company seeks consent of Members for the aforesaid proposal through resolutions specified below. An Explanatory Statement under Section 102(1) of the Act setting out the required material

facts relating to the resolutions are annexed and are sent to you along with this Postal Ballot Notice for your consideration and approval. The Board of Directors vide its resolution passed in its board meeting dated 22<sup>nd</sup> March 2021 has appointed Mr. Akash Gupta (Membership No. 30099 and CP No. 11038), Proprietor of M/s. Akash Gupta & Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. The Company has availed e-voting services from National Securities Depository Limited (NSDL). In terms of Section 108 of the Companies Act, 2013 and Rule 20(1) of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to provide its shareholders the facility to exercise their vote by post or through electronic means for transacting the items of business(es) through Postal Ballot. However, in the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th Sept, 2020 and 39/2020 dated 31<sup>st</sup> Dec, 2020, wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice(s) by e-mail to all its shareholders has been extended till 30th June, 2021 vide its aforesaid circular no. 39/2020. Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company or depository participant pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014. However, the Company is duty bound to provide a process of registration of e-mail addresses of members and state so in its public notice.

**In light of the above circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering the facility of e-voting to all its members to enable them to cast their votes electronically only. Members are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice for casting of votes by electronic mode. The Scrutinizer will submit his report to the Chairman of the Meeting of the Company or any person authorised by the Director of the Company after completion of the scrutiny of votes casted electronically and the results of the Postal Ballot will be announced on 22<sup>nd</sup> May, 2021 at the Company's Registered Office. The said results would be displayed at the Registered Office of the Company, intimated to the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <http://www.everesttools.com/> and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com)**



<http://www.everesttools.com/> and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

**SPECIAL BUSINESS:**

**Item of businesses requiring consent of shareholders through Postal Ballot/ e-voting:**

**Item No. 1 Alteration in the Object Clause of Memorandum of Association of the Company**

To Consider and if through fit, to pass, with or without modification (s), the following resolution as "Special Resolution":

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, and subject to such approvals, permissions, consents and sanctions as might be required from any regulatory authority and such conditions and modifications as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to amend the Memorandum of Association of the Company ("MOA") and such other amendments as may be required to align with the Table A of the Schedule I of Companies Act, 2013."

- a) To insert the heading of Memorandum of Association of the Company with the words 'The Companies Act, 2013'.
- b) By deleting the heading of Clause III, "THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE" and replacing it with the heading Clause III (A) "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE" and to delete completely the Object Clause of the Memorandum of Association of the Company from Clause III (a) to Clause III (pp) of existing Clause III and Substitute with the following sub-clauses:



- i) To carry on the business using internet applications for trading in securities and derivatives (including currency derivatives, commodity derivatives and any derivative contracts) or other products as may be permitted by the Stock Exchanges or Commodity Exchanges in India or outside India either as trading member of recognized Stock Exchanges and recognized Commodity Exchanges or as a client of another member(s) of recognized Stock Exchange and recognized Commodity Exchanges in India or outside India either in its own name or through any joint venture with other body corporate or unregistered entity.
  - ii) To become in India or abroad member of any recognized Stock Exchange and/or Commodity Exchange(s) such as National Stock Exchange, BSE Ltd., NCDEX, MCX etc. or any other similar body or institution as may be established from time to time by public, government, financial institutions or any other person or group of persons and to do all trading and dealing in shares, securities, commodities and their derivatives either on its own account or on account of client(s) and to do all incidental act and things necessary for being a member of the Stock Exchange(s) as above.
  - iii) To carry on in India or elsewhere the business of managing public issues of shares & securities and to act as advisors, broker, sub-brokers, depository participant, remisier, market makers, representatives, investor, underwriters, sub-underwriters, merchant bankers, or other intermediaries of capital market and to sell, purchase, exchange, subscribe, acquire, undertake and hold all types of securities and other similar instruments whether issued in India or in any foreign county.
  - iv) To provide consultancy, advisory, assistance and other allied services and solutions in relation to the above activities.
- c) By inserting the heading of clause III B, **“Matters Which Are Necessary for Furtherance of the Objects Specified in Clause III (A) Are: -”** and insertion of new Clause numbered from 1 to 39 of the Memorandum of Association of Company with the following sub-clauses:
- (1) To enter into contracts, agreements and arrangements with any other company, firm or person, for carrying out objects for which the Company is formed.



- (2) To employ experts to investigate and examine into the condition, prospects, value character and circumstances of any business concerns or undertakings or of any assets, property or rights.
- (3) To carry on any business or branch of a business which the company is authorized to carry on by means, or through the agency of any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time to close any such branch or business, either temporarily or permanently.
- (4) To appoint directors or managers of any subsidiary company or of any other subsidiary company in which this company is or may be interested.
- (5) To take part in the technical management, supervision and control of the business or operations of any company or undertaking and to appoint and remunerate any directors, trustees, accountants or other experts or agents for such business operations.
- (6) To purchase, take on lease or in exchange hire or otherwise acquire any immovable or movable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade, and either to retain any property so acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
- (7) To let on lease or on hire purchase system or to lend or otherwise dispose of any property belonging to the company, and to finance the purchase of any article or articles, whether made by the company or not, by way of loans or by the purchase of any such articles or article, and the letting thereof on the hire-purchase system or otherwise howsoever.
- (8) To sell, lease, mortgage, grant licenses, easements and other rights over and in another manner deal with or dispose of, the undertaking, property, assets, right and effects of the company or any part thereof, for such consideration as the company may think fit, and in particular for shares debentures or securities of any other company whether or not having objects altogether or in part similar to those of the Company.

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- (9) To acquire and undertake the whole or any part of the business, property, and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorized to carry or possessed of property suitable for the purposes of this Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (10) To amalgamate, enter into partnership or into any arrangement for sharing profits or losses, union of interests, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engage in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debenture, debenture-stock or securities so received.
- (11) To enter into arrangement with any government authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to company's objects, and to obtain from any such government, authority, person or company, any rights, privileges, characters, contracts, licenses and concessions which the company may think fit and desirable to obtain and to carry out, exercise and comply therewith.
- (12) To apply for and obtain any Act, charter, order, regulation, privilege, concession, license or authorization of any Government, state or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry any its objects into effect or for extending any of the powers of the company or for effecting any modification of the company's constitution or for any other purpose which may seem expedient and to oppose any bills, proceedings or applications, which may seem calculated directly or indirectly to prejudice the company's interests; and to appropriate any of the company's shares, debentures or other securities and assists to defray the necessary cost, charges and expenses thereof.



- (13) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights brevets' invention, trade-marks, designs, formulae, copyrights, licenses, concessions and the like, conferring any exclusive or nonexclusive or limited right to their use, or any secret or other information as 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, or grant licenses in respect of or otherwise turn to account the property, right or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (14) To sell any patent right or privileges belonging to the Company or which may be acquired by it or any interest in the same, and to grant licenses for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privilege in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the Company may be interested.
- (15) To adopt such means of making known the business of the company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (16) To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects or for any exhibition or for any public, general or other objects.
- (17) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds gratuities, pension allowances, giving of donations or emoluments for the benefit of or to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or of its predecessors in business or of persons having dealing with the company or is allied to or associated with the Company or with any such subsidiary company, or who

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are or were at any time Directors or officers of the Company or of any such other Company, as aforesaid, and the wives, widows, families, dependents and connections of any such persons, and to also establish and subsidize and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance the interests and well-being of the Company or of any such other company as aforesaid, and make payments, to or do any of the insurance of any person aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- (18) To refer or agree to refer any claim, demand dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the company and the member or members of his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform awards made there on, and to do all acts, deeds, matters and things necessary or expedient to carry out or enforce the awards.
- (19) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or under writing or procuring the underwriting of shares, debentures or other securities of the Company.
- (20) To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by any such Company.
- (21) To pay for any rights or property acquired by the Company and to remuneration any person or company for services rendered or to be rendered in placing of or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures, debenture-stock, or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business, or otherwise, for any of the purpose of the Company, whether buy cash payment or by the allotment of shares, debentures, or other securities of the company, credited as paid up in full or in part or otherwise.
- (22) To open accounts with any banks or financial institutions and to draw, make accept, endorse, discount, execute and issue bills of exchange, promissory notes, bill of



lading, warrants, debentures and other negotiable or transferable instruments or securities.

- (23) To sell, improve, manage, develop, exchange lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and right of the company for the time being.
- (24) To vest any moveable or immoveable property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company, and with or without any declared trust in favor of the Company.
- (25) Subject to the provisions of sections 123 of the Companies Act, 2013 to distribute among the members any property of the Company, or any proceeds, of sale or disposal of any property, of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction if any, for the time being required by law.
- (26) To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially, and also to issue, and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
- (27) To carry out in any part of the world all or any part of the Company's object as principal, agent, factory, trustee, contractor, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state body politic or government or colony or dependency thereof.
- (28) To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue, such number of offices and agencies therein as may be convenient.
- (29) To enter into agreement with any company persons for obtaining by grant of license or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.



- (30) To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
- (31) Subject to Sections 73, 74 and 179, 185 and 186 of the Companies Act, 2013 and the Rules made therein and the directions issued by the 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, raise 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 the transfer or convey the same absolutely or in trust or to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities and to invest in the securities in any bodies corporate, mutual funds etc. provided that the company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
- (32) Subject to the provisions of section 67 of the Companies Act, 2013, to invest other than investment in company's own shares and deal with moneys of the company not immediately required in such shares or upon securities or investment and in such manner as may from time to time, be determined.
- (33) 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 securities 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.

- (34) To create any depreciation fund, reserve fund, provident fund, superannuation fund or any special or other such fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties 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 Company.
- (35) To aid pecuniary or otherwise, any association, body or movement having for any object the solution or settlement of industrial or labour problems or the promotion of industry of trade.
- (36) To send out to foreign countries, its directors, employees or any other persons or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
- (37) To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for and render services to customers and others and to give guarantees and indemnities.
- (38) To engage in research relating to the industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry.
- (39) To do all and everything necessary suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.



**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution any of the directors or the company secretary of the company be and is hereby authorised on behalf the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, NCT of Delhi & Haryana.

**Item no. 2 To Adopt New Articles of Association of the Company Containing Regulations in Line with the provisions of the Companies Act, 2013**

To Consider and if through fit, to pass, with or without modification (s), the following resolution as "Special Resolution":

**"RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the necessary approval(s) permissions, consents and sanctions required, if any by the statutory authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed by the board of directors of the company, consent of the members of the Company be and is hereby accorded for adoption of the new set of regulations of Articles of Association in substitution and to the entire exclusion of the regulation contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby jointly and severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this



**Item No.3 Increasing the limits for Loans/ Investments/ Corporate Guarantees by the Company**

To Consider and if through fit, to pass, with or without modification (s), the following resolution as "Special Resolution":

**"RESOLVED THAT** pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013("the Act")and rules made there under (including any statutory modification(s) thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to give loans to any subsidiary company, any other company, body corporate, any person and / or give any guarantee or provide security in connection with a loan to any subsidiary company(ies), any other company, body corporate, any person and / or acquire the securities of any other body corporate including its subsidiary company(ies) or any other company by way of subscription / purchase or otherwise, upto an aggregate amount of Rs.100,00,00,000 (Rs. One Hundred Crore Only), notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Act.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s) including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other person as it may deem fit subject to the provision of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

**Item no. 4 - To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**“RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the “Act”) and rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow money on behalf of the Company, from time to time, from one or more of the Company’s bankers, financial institutions, institutional investors, mutual funds, insurance companies, pension funds, individuals, firms, companies, body corporates, any other person or entity, by way of issue of debentures, commercial papers, long term/short term loans, suppliers’ credit, securitised instruments such as floating rates notes, fixed rate notes, syndicated loans, fixed deposits, any other instruments/securities or otherwise permitted by law for the time being in force, designated in Indian or foreign currency, on such terms and conditions including creation of security by way of mortgage, charge, hypothecation, lien or pledge over the movable or immovable assets, properties, undertaking(s) or part thereof, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company provided that the total amount so borrowed by the Board within the meaning of Section 180(1)(c) of the Act shall not at any time exceed Rs 100,00,00,000 (Rs. One Hundred Crore Only) or the limits so prescribed under Section 180(1)(c) of the Act”



"RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution."

By Order of the Board of Directors  
For Hindustan Everest Tools Limited



**Devansh Gupta**

**Director**

**DIN: 06920376**

**Address: G-190, Preet Vihar,  
Shakar Pur Baramad, Delhi -  
110092**

**Date: 13<sup>th</sup> April, 2021**

**Place: New Delhi**

**IMPORTANT NOTES:**

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out the material facts concerning the businesses to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.





2. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
3. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on 16<sup>th</sup> April, 2021. The Postal Ballot Notice is being sent to the Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA"). For Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form. The detailed procedure for registering the e-mail id and other details is given below:

**Procedure for registration of e-mail address and bank details by shareholders: -**

**I. For Temporary Registration for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd (RTA of the Company) by clicking the link <https://web.linkintime.co.in/EmailReg/Email Register.html> in their web site <https://www.linkintime.co.in/> .in at the Investor Services tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.



**II. For Permanent Registration for Demat shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with their respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

**III. Registration of e-mail id for shareholders holding physical shares**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt. Ltd (RTA of the Company), by clicking the link [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) in their web site <https://www.linkintime.co.in/> at the Investor Services tab by choosing the e-mail/ Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail ID and upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**IV. Registration of Bank Details for physical shareholders:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Pvt. Ltd (RTA of the Company), by clicking the [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) in their web site <https://www.linkintime.co.in/> at the Investor Services tab by choosing the e-mail/ Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate Number, PAN, e-mail ID along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).



On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

4. Member(s) whose names appear on the Register of Members/ List of Beneficial Owners as on the cut-off date will be considered for the purpose of e-voting.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such e-voting. The instructions for e-voting are annexed to this Notice. The e-voting period shall commence on 21<sup>st</sup> April, 2021 from 9:00 AM (IST) and shall end on 20<sup>th</sup> May, 2021 at 05:00 PM (IST). e-voting shall not be allowed beyond the said date and time. Once the vote is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
6. Members are requested to follow the procedure as stated herein below in the Notes to this Postal Ballot Notice for casting of votes by electronic mode. The details of the process and manner for remote e-voting is explained herein below:

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**



Details on Step 1 is mentioned below:

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

7. Now, you will have to click on "Login" button.

8. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [akashguptacs86@gmail.com](mailto:akashguptacs86@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



4. The resolution, if passed by the requisite majority of the Members through voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.

5. Relevant documents referred to in the Postal Ballot Notice and Explanatory Statement along with the copy of proposed Amended copy of Memorandum of Association and Article of Association of the Company are available for inspection by the Members at the Registered Office of the Company during 11:00 AM (IST) to 05:00 PM (IST) on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.

6. Members may also note that the Postal Ballot Notice is available on the Company's website <http://www.everesttools.com/> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) for download. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the Members may also send requests to the Company's investor e-mail id: [admin@everesttools.com](mailto:admin@everesttools.com)

7. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company <http://www.everesttools.com/> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after the declaration of result by the Chairperson or a person authorised by him in writing. The Results shall also be communicated to BSE Limited.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item no. 1**

Presently, the Company is engaged in the business of Trading in metals. The Company has been indirectly acquired by Algoquant Financials LLP and in order to explore the possibilities to diversify the existing business of the Company the new management wishes to take up the business related to trading in securities/derivatives (including currency derivatives, commodity derivatives and any derivative contracts) or other products as may be permitted by the Stock Exchanges or Commodity Exchanges in India or outside India, to become in India or abroad member of any recognized Stock Exchange and/or Commodity Exchange(s) such as National Stock Exchange, BSE Ltd., NCDEX, MCX etc. or any other similar body or institution as may be established from time to time by public, government, financial institutions or any other person or group of persons and to do all trading and dealing in shares, securities, commodities and their derivatives.

Further, the existing MOA of the Company was framed under the provisions of the Companies Act, 1956. The provisions of the Act, which came into force with effect from April 1, 2014 require for stating of the Objects clause of the MOA in a different manner.

In view of the above, following amendments/changes are required in the Objects clause of MOA of the Company: -

1. Heading of existing Clause III of the Memorandum of Association of the Company be replaced with "III (A). The Objects to be pursued by the Company on its incorporation are:"
2. Under Clause III (A) of the Memorandum of Association, new sub-clause (i) to (iv) shall be inserted.
3. A new heading Clause III (B) "Matters which are necessary for furtherance of the Objects specified in Clause III A" will be inserted.





4. Under Clause III (B) of the Memorandum of Association, new sub-clause 1 to 39 shall be inserted.

The Board of Directors at its meeting held on 22<sup>nd</sup> March, 2021 decided to alter main objects clause of the Memorandum of Association (MOA) in order to enable the Company to carry out the above new line of business activities. The alteration of Objects Clause of MOA requires the approval of shareholders by means of Special Resolution pursuant to Section 13 of the Companies Act, 2013.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.1 of the Notice.

All documents referred to in the accompanying Notice and Explanatory Statement pursuant Section 102 of the Act will be available for inspection at the Registered Office of the Company from 11 am to 5 pm on all working days from the date of dispatch of the Notice till the last date for voting.

The Board recommends the resolution set forth for approval of the Members.

#### **Item No. 2**

The existing Articles of Association of the Company was framed in terms of provisions of Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956.

With the enactment of new Companies Act, 2013, the reference to specific sections of the Companies Act, 1956 in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

Due to which these regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing regulations of Articles of Association of the company by adopting new set of regulations of Article of Association.



The Board recommends the special resolution set out at Item No. 2 of the Notice for approval by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No. 2 of the Notice.

All documents referred to in the accompanying Notice and Explanatory Statement pursuant Section 102 of the Act will be available for inspection at the Registered Office of the Company from 11 am to 5 pm on all working days from the date of dispatch of the Notice till the last date for voting.

### **Item No. 3**

In terms of Section 186 of the Companies Act 2013 (the "Act"), no Company can give any loan to any person or other body Corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium or 100% of its free reserves and securities premium whichever is more. Approval of the Shareholders by way of Special Resolution is necessary for lending, investing or providing guarantees or securities beyond the aforesaid limit.

Your Company has been acquired by the new promoters i.e., Algoquant Financials LLP and Company is exploring new business opportunities for expansion of business and growth. The Company has long term strategic vision for future business expansion and growth. Hence, in order to explore various growth opportunities, achieve strategic business interests, the Company seeks the approval of the members pursuant to the provisions of Section 186 of the Act authorising the Board of Directors or any duly constituted committee thereof, for making investment(s), providing loan(s), or giving guarantee(s) or providing securities in connection with loans to anybody corporate(s) or person or to acquire securities of anybody corporate or invest funds of the Company in inter corporate investments, whether in India or overseas, in excess of the limits prescribed under Section 186 of the Act up to a sum of Rs. 100,00,00,000 (Rs. One Hundred Crore Only).



Accordingly, the Special Resolution in item No. 3 has been proposed and the Board recommends the same for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of their directorships and shareholding in the body corporate(s) in which investments may be made or loans / guarantees may be given or securities may be provided pursuant to this Special Resolution.

**Item no. 4**

As your Company has been acquired by the new promoters i.e., Algoquant Financials LLP and your company exploring new business opportunities which require Investment from time to time. Keeping in view of existing and future financial requirements of the Company to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013(the "Act"), the Board of Directors of the Company cannot borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the paid-up capital, free reserves and securities premium of the Company without approval of members of the Company by way of Special Resolution.

Considering the Company's future growth plans, including new projects being explored it is proposed to increase the above borrowing limit upto Rs. 100,00,00,000 (Rs. One Hundred Crore Only).



Accordingly, the Special Resolution in item No. 4 has been proposed and the Board recommends the same for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.

**By Order of the Board of Directors  
For Hindustan Everest Tools Limited**



**Devansh Gupta**

**Director**

**DIN: 06920376**

**Address: G-190, Preet Vihar,  
Shakar Pur Baramad,**

**Delhi - 110092**

**Date: 13<sup>th</sup> April, 2021**

**Place: New Delhi**

**(THE COMPANIES ACT, 2013)**  
**(COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**HINDUSTAN EVEREST TOOLS LIMITED**

- I. The Name of the Company is **"HINDUSTAN EVEREST TOOLS LIMITED"**.
- II. The Registered Office of the Company will be situated in Delhi.
- III. (A) **The Objects to be Pursued by the Company on its incorporation are: -**
  1. To carry on the business using internet applications for trading in securities and derivatives (including currency derivatives, commodity derivatives and any derivative contracts) or other products as may be permitted by the Stock Exchanges or Commodity Exchanges in India or outside India either as trading member of recognized Stock Exchanges and recognized Commodity Exchanges or as a client of another member(s) of recognized Stock Exchange and recognized Commodity Exchanges in India or outside India either in its own name or through any joint venture with other body corporate or unregistered entity.
  2. To become in India or abroad member of any recognized Stock Exchange and/or Commodity Exchange(s) such as National Stock Exchange, BSE Ltd., NCDEX, MCX etc. or any other similar body or institution as may be established from time to time by public, government, financial institutions or any other person or group of persons and to do all trading and dealing in shares, securities, commodities and their derivatives either on its own account or on account of client(s) and to do all incidental act and things necessary for being a member of the Stock Exchange(s) as above.
  3. To carry on in India or elsewhere the business of managing public issues of shares & securities and to act as advisors, broker, sub-brokers, depository Participant, remisier, market makers, representatives, investor, underwriters, sub-underwriters, merchant bankers, or other intermediaries of capital market and to sell, purchase, exchange, subscribe, acquire, undertake and hold all types of securities and other similar instruments whether issued in India or in any foreign county.
  4. To provide consultancy, advisory, assistance and other allied services and solutions in relation to the above activities.



**(B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are: -**

- (1) To enter into contracts, agreements and arrangements with any other company, firm or person, for carrying out objects for which the Company is formed.
- (2) To employ experts to investigate and examine into the condition, prospects, value character and circumstances of any business concerns or undertakings or of any assets, property or rights.
- (3) To carry on any business or branch of a business which the company is authorized to carry on by means, or through the agency of any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time to close any such branch or business, either temporarily or permanently.
- (4) To appoint directors or managers of any subsidiary company or of any other subsidiary company in which this company is or may be interested.
- (5) To take part in the technical management, supervision and control of the business or operations of any company or undertaking and to appoint and remunerate any directors, trustees, accountants or other experts or agents for such business operations.
- (6) To purchase, take on lease or in exchange hire or otherwise acquire any immovable or movable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade, and either to retain any property so acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
- (7) To let on lease or on hire purchase system or to lend or otherwise dispose of any property belonging to the company, and to finance the purchase of any article or articles, whether made by the company or not, by way of loans or by the purchase of any such articles or article, and the letting thereof on the hire-purchase system or otherwise howsoever.
- (8) To sell, lease, mortgage, grant licenses, easements and other rights over and in another manner deal with or dispose of, the undertaking, property, assets, right and effects of the company or any part thereof, for such consideration as the company may think fit, and in particular for shares debentures or securities of any other company whether or not having objects altogether or in part similar to those of the Company.



- (9) To acquire and undertake the whole or any part of the business, property, and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorized to carry or possessed of property suitable for the purposes of this Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (10) To amalgamate, enter into partnership or into any arrangement for sharing profits or losses, union of interests, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying on or engage in or about to carry on or engage in any business or transaction which the company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debenture, debenture-stock or securities so received.
- (11) To enter into arrangement with any government authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to company's objects, and to obtain from any such government, authority, person or company, any rights, privileges, characters, contracts, licenses and concessions which the company may think fit and desirable to obtain and to carry out, exercise and comply therewith.
- (12) To apply for and obtain any Act, charter, order, regulation, privilege, concession, license or authorization of any Government, state or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry any its objects into effect or for extending any of the powers of the company or for effecting any modification of the company's constitution or for any other purpose which may seem expedient and to oppose any bills, proceedings or applications, which may seem calculated directly or indirectly to prejudice the company's interests; and to appropriate any of the company's shares, debentures or other securities and assists to defray the necessary cost, charges and expenses thereof.
- (13) To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights brevets' invention, trade-marks, designs, formulae, copyrights, licenses, concessions and the like, conferring any exclusive or nonexclusive or limited right to their use, or any secret or other information as 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, or grant licenses in respect of or otherwise turn to account the property, right or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.



- (14) To sell any patent right or privileges belonging to the Company or which may be acquired by it or any interest in the same, and to grant licenses for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privilege in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the Company may be interested.
- (15) To adopt such means of making known the business of the company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (16) To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects or for any exhibition or for any public, general or other objects.
- (17) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds gratuities, pension allowances, giving of donations or emoluments for the benefit of or to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or of its predecessors in business or of persons having dealing with the company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other Company, as aforesaid, and the wives, widows, families, dependents and connections of any such persons, and to also establish and subsidize and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance the interests and well-being of the Company or of any such other company as aforesaid, and make payments, to or do any of the insurance of any person aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- (18) To refer or agree to refer any claim, demand dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the company and the member or members of his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform awards made there on, and to do all acts, deeds, matters and things necessary or expedient to carry out or enforce the awards.





- (19) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or under writing or procuring the underwriting of shares, debentures or other securities of the Company.
- (20) To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by any such Company.
- (21) To pay for any rights or property acquired by the Company and to remuneration any person or company for services rendered or to be rendered in placing of or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures, debenture-stock, or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business, or otherwise, for any of the purpose of the Company, whether buy cash payment or by the allotment of shares, debentures, or other securities of the company, credited as paid up in full or in part or otherwise.
- (22) To open accounts with any banks or financial institutions and to draw, make accept, endorse, discount, execute and issue bills of exchange, promissory notes, bill of lading, warrants, debentures and other negotiable or transferable instruments or securities.
- (23) To sell, improve, manage, develop, exchange lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and right of the company for the time being.
- (24) To vest any moveable or immoveable property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company, and with or without any declared trust in favor of the Company.
- (25) Subject to the provisions of sections 123 of the Companies Act, 2013 to distribute among the members any property of the Company, or any proceeds, of sale or disposal of any property, of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction if any, for the time being required by law.
- (26) To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially, and also to issue, and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.



- (27) To carry out in any part of the world all or any part of the Company's object as principal, agent, factory, trustee, contractor, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state body politic or government or colony or dependency thereof.
- (28) To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue, such number of offices and agencies therein as may be convenient.
- (29) To enter into agreement with any company persons for obtaining by grant of license or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
- (30) To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
- (31) Subject to Sections 73, 74 and 179, 185 and 186 of the Companies Act, 2013 and the Rules made therein and the directions issued by the 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, raise 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 the transfer or convey the same absolutely or in trust or to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities and to invest in the securities in any bodies corporate, mutual funds etc. provided that the company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.



- (32) Subject to the provisions of section 67 of the Companies Act, 2013, to invest other than investment in company's own shares and deal with moneys of the company not immediately required in such shares or upon securities or investment and in such manner as may from time to time, be determined.
- (33) 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 securities 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.
- (34) To create any depreciation fund, reserve fund, provident fund, superannuation fund or any special or other such fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties 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 Company.
- (35) To aid pecuniary or otherwise, any association, body or movement having for any object the solution or settlement of industrial or labour problems or the promotion of industry of trade.
- (36) To send out to foreign countries, its directors, employees or any other persons or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
- (37) To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for and render services to customers and others and to give guarantees and indemnities.
- (38) To engage in research relating to the industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry.
- (39) To do all and everything necessary suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.



- IV. The Liability of the members is limited.
- V. The Authorized Share Capital of the Company is **Rs. 250,00,000 (Rupees Two crores and Fifty Lakhs) divided into 23,00,000 (Twenty-three lakh) equity shares of Rs. 10 (Rupees Ten) each and 20,000 (Twenty thousand) Redeemable Cumulative Preference Shares of Rs. 100 each** subject to be increased or reduced in accordance with the regulations of the company and the regulative provisions for the time being in force in this behalf and with power to divide the share capital for the time being into Equity share capital and preference share capital and to attach therewith respectively any preferential, qualified or special rights, privileges or conditions.



We the several persons whose names and addresses are subscribed hereto, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we, respectively agree to take the number of shares in the capital of the Company, set opposite our respective names: -

S. No	Names, Description, occupation and addresses of each subscriber	No. of Shares taken by each subscriber	Name addresses description and signature of witness or witnesses
1.	(Sd.) B.P. Mandelia S/o Sri D.P. Mandelia R/o 5, Century Flats, Cadell Road Bombay-28 (Business)	One Equity	(Sd.) K.K. Mallick, R/o UCO Bank Building, Parliament Street, New Delhi
2.	(Sd.) Kamla Devi Saboo W/o Sri. T.C. Saboo C/o Sri. T.C. Saboo R/o 46, Ballygunge Circular Road, Calcutta-19 (Housewife)	One Equity	(Sd.) Dau Dayal Dargarh R/o 8, India Exchange Place, Calcutta-1
3.	(Sd.) Usha Saboo W/o Sri R.K. Saboo R/o 14, Sector No. 4, Chandigarh, Punjab (Housewife)	One Equity	(Sd.) N.S. Agal, Chartered Accountant, R/o 21, Daryaganj, Delhi
4.	(Sd.) P.N. Berry S/o L.D.D. Ram R/o 206, Jorbagh, New Delhi (Service)	One Equity	
5.	(Sd.) R.K. Saboo S/o. Sri T.C. Saboo R/o 14, Sector No. 4, Chandigarh, Punjab (Business)	One Equity	

6.	(Sd.) M.K. Saboo S/o. Sri T.C. Saboo R/o R/o 46, Ballygunge Circular Road, Calcutta-19 (Business)	One Equity	
7.	(Sd.) H.S. Mehta S/o Sri S. Pritam Singh Mehta R/o 33, Regal Building, Connaught Circus, New Delhi, (Business)	One Equity	

**Dated this 16<sup>th</sup> day of January, 1962.**



**THE COMPANIES ACT, 2013**  
**(COMPANY LIMITED BY SHARES)**

**ARTICLES OF ASSOCIATION**  
**OF**  
**HINDUSTAN EVEREST TOOLS LIMITED**

**CONSTITUTION OF THE COMPANY**

1. Subject to the regulations hereinafter provided, the Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company.

2. The Regulations for the management of the Company and for the observance by the members thereof shall be such as are contained in these Articles subject, however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitutions, modifications and variations thereto by a Special Resolution as prescribed by the Companies Act, 2013 or any statutory modification thereof in force.

3. In these regulations –

a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and any previous company law, so far as may be applicable.

b) "Articles" means the regulations contained in this Articles of Association

c) "Beneficial Owner" shall mean beneficial owner as defined in Clause (a) of Sub-Section 1 of Section 2 of the Depositories Act, -1996.

d) "Board of Directors" or "Board" means the collective board of directors of the Company;

e) "Company" means "Hindustan Everest Tools Limited"

f) "Depository" means a Depository as defined in Clause (e) of Sub-Section (1) of Section 2 of the Depositories Act, 1996.

g) "Depositories Act" means The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.

h) "Director" means a Directors appointed to the Board of a Company.

i) "Financial Year" means financial year as defined in Sub-Section 41 of Section 2 of the Companies Act, 2013.

j) "Month" means a Calendar Month reckoned according to the British Calendar.

k) "Office" means the registered office for the time being of the Company.

l) "paid-up" includes credited as paid up.

m) "Person" includes corporation as well as individuals.



- n) "Registered Owner" means registered owner as defined in Clause (j) of Sub-Section 1 of Section 2 of the Depositories Act, 1996.
- o) "Seal" means common seal of the Company (If any).
- p) "Shares "or "Securities" means securities as defined in Clause (h) of Section 2 of the Securities Contract (Regulations) Act, 1956.
- q) Words imputing the masculine gender shall also include feminine gender.
- r) Words imputing the singular number includes plural where the context so requires.

Unless the context otherwise requires, 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.

#### ***(4) General Authority***

Wherever in the Act it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case and for that purpose, by virtue of this Regulation, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, to carry out such transactions as has been permitted by the Act, without there being any separate Regulation in that behalf herein provided.

#### ***(5) Share capital and variation of rights***

1. The authorized share capital of the Company shall be such as specified in the Clause V of Memorandum of Association or as altered from time to time, payable in the manner as may be determined by the directors, with power to increase, reduce, sub divide or to repay the same or to divide the same into several classes and to attach thereto any rights and to consolidate or sub divide or re-organize the securities and subject to the provisions of Act, to vary such rights as may be determined in accordance with the Regulations of the company.

Subject to the provisions of the Act and these Articles, the securities in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

Further issue of securities or securities may be made in any manner whatsoever as the board may determine including by way of preferential offer or private placement or otherwise, subject to and in accordance with the act and rules.

Subject to section 62 of the Act and rules made there under, if the company issues securities through right issue, the shareholders of the company shall not have a right to renounce the securities offered to them to any other person unless with the permission of the board or unless it is expressly mentioned by the company on its offer letter

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within thirty days after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

- (a) One certificate for all his securities without payment of any charges; or
- (b) Several certificates, each for one or more of his shares, issue without payment of charge.





(ii) Every certificate shall be under the seal (if any) and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or securities held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Provided that the company may charge such fee as may be agreed by it with the stock exchange with which its shares may be enlisted for the time being for the issue of new certificates in replacement of those torn, defaced, lost or destroyed.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply any other security including debentures (except where the Act otherwise requires) of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share or securities upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share or securities, 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.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid securities or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the securities of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued securities of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the securities of that class.

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

7. The rights conferred upon the holders of the share of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further securities ranking *pari passu* therewith.

8. The company shall have the power, to issue preference shares carrying right to convert or redeem out of profits which would otherwise be available for dividends, or out of the proceeds of a fresh issue of the shares made for the purpose of such redemption, or liable to be redeemed at the option of the company, and the board may subject to the provision of section 55 of the Act, exercise such power in such manner as it thinks fit.



## **6. Dematerialization of Securities**

1. Notwithstanding anything contained in these articles, the company shall be entitled dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act, 1996
2. Every person subscribing to securities offered by the Company shall have the option either to receive the security certificates or hold securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, and the Company shall in manner and within the time prescribed, issue to the beneficial owner the required certificate(s) of securities. If a person opt to hold his securities with a Depository, the company shall intimate such Depository the details of allotment of the security and on receipt of the information, the Depository shall enter in its records the name of the allottee as the beneficial owner of the security
3. All securities held by a depository shall be dematerialized and shall be in fungible form. Nothing contained in section 89 of Companies Act 2013 shall apply to Depository in respect of the securities held by it on behalf of the beneficial owners.
4. a) Notwithstanding anything contained in any other law for the time being in force, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of a beneficial owner.  
b) Save as provided in (a) above, the depository as the registered owner of the securities shall not have any voting right or any other rights in respect of securities held by it.  
c) Every person holding securities of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a Depository.
5. Notwithstanding anything contained in the Act or in these Articles Contrary, where securities are held in a Depository, the notice of the beneficial owner may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
6. Notwithstanding contained in the Act or theses Articles shall apply to a transfer of securities effected by transferor and transferee both of whom are entered as Beneficial Owner in the records of a Depository
7. In the case of transfer or transmission of securities or other marketable securities where the company has not issued any certificates and where such securities or securities are being held in any electronic or fungible form in a Depository, the provision of the Depositories Act, shall apply.
8. Notwithstanding anything contained in the Act or in these Articles, after any issue where the securities are dealt with in a Depository, the company shall intimate the details thereof to the Depository immediately on allotment of such securities.
9. Nothing contained in the act or these articles regarding the necessity of having certificate number/ distinctive numbers for securities issued by the company shall apply securities held by a Depository.
10. The Register and index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of members and security holders for the purpose of these Articles.



### *7. Issue of securities with differential voting right*

In terms of Section 43 of the Act, a company can issue equity securities with differential rights to voting, dividend or otherwise in accordance with the rules as prescribed.

### **8. Lien**

1. (i) The company shall have a first and paramount lien—

(a) on every securities(not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all securities(not being fully paid standing registered in the name of a single person, for all monies presently payable by him or his estate to the company,

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

(iii) Unless otherwise agreed by the Board, the registration of a transfer of securities shall operate as a waiver of the Company's lien.

2. The company may sell, in such manner as the Board thinks fit, any securities on which the company has lien:

Provided that no sale shall be made—

(a) Unless a sum in respect of which the lien exists is presently payable; or

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

3. (i) To give effect to any such sale, the Board may authorise some person to transfer the securities sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the securities comprised in any such transfer.

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

(iv) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the securities be affected by any irregularity or invalidity in the proceedings in reference to the sale.

4. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the securities before the sale, be paid to the person entitled to the securities at the date of the sale

(iii) In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

5. The provision of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures (except where the Act otherwise requires) of the company.

#### *9. Calls on shares*

1. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their securities (whether on account of the nominal value of the securities or by way of premium) and not by the conditions of allotment thereof made payable at fixed times

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

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

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

2. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

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

4. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten percent per annum or at such lower rate, if any, as the Board may determine.

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

5. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

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

6. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any securities held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

(c) If by the conditions of allotment of any securities, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the securities or the legal representative of a deceased registered holder.

(d) All calls shall be made on a uniform basis on all securities falling under the same class.

(e) Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any securities nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any securities either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such securities as herein provided.

If any amount be paid up in advance of calls on any shares it will stipulate that such amount may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits

The provision of these articles relating to calls shall mutatis mutandis apply to any other securities including debentures (except where the Act otherwise requires) of the company

#### *10. Transfer of shares*

1. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

2. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) Any transfer of securities on which the company has a lien.

3. The Board may decline to recognize any instrument of transfer unless—

(a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

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

(c) The instrument of transfer is in respect of only one class of shares.

4. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

The provision of these articles relating to transfer of securities shall mutatis mutandis apply to any other securities including debentures (except where the Act otherwise requires) of the company.

5. Directors may refuse to register the transfer

The board may subject to the right of appeal conferred by the act, decline to register:

- (a) The transfer of share, not being a fully paid up share, to a person whom they do not approve;
- (b) Any transfer of shares on which the company has a lien.

### *11. Transmission of shares*

1. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

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

(a) to be registered himself as holder of the share; or

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

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

(iii) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

3. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

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

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

4. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

The provision of these articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures (except where the Act otherwise requires) of the company



## *12. Forfeiture of shares*

1. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

2. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the securities in respect of which the call was made shall be liable to be forfeited.

3. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

4. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such securities as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited securities and not actually paid before the forfeiture.

5. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

6. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.

7. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

8. (i) A person whose securities have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the securities at the time of forfeiture or waive payment in whole or in part.

(iii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.



9. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

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

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

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

10. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

### *13. Alteration of capital*

1. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into securities of such amount, as may be specified in this regulation 36.

2. Subject to the provisions of section 61, the company may, by ordinary resolution,—

a) increase the share capital by such sum, to be divided into securities of such amount as it thinks expedient

(b) Consolidate and divide all or any of its share capital into securities of larger amount than its existing shares;

(c) Convert all or any of its fully paid-up securities into stock, and reconvert that stock into fully paid-up securities of any denomination;

(d) Sub-divide its existing securities or any of them into securities of smaller amount than is fixed by the memorandum;

(e) Cancel any securities which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

3. Where securities are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the securities from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the securities from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the securities from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) Such of the regulations of the company as are applicable to paid-up securities shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.





4. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

#### **14. Joint Holders**

1. Where two or more persons are registered as joint holder (not more than three) of any securities, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

a) The joint-holders of any securities shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.

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

c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.

(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.

(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such securities as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such securities shall alone be entitled to vote in respect thereof.

(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.

(f) The provisions of these Articles relating to joint holders of securities shall *mutatis mutandis* apply to any other securities including debentures (except where the Act otherwise requires) of the Company registered in joint names.

#### **15. Capitalization of profits**

1. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

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



(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

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

(B) paying up in full, unissued securities of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) Partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued securities to be issued to members of the company as fully paid bonus shares;

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

2. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

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

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

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of securities becoming distributable in fractions; and

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

(iii) Any agreement made under such authority shall be effective and binding on such members. Buy-back of shares

#### ***16. Buy-back of shares***

1. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own securities or other specified securities.

#### ***17. General meetings***

1. All general meetings other than annual general meeting shall be called extraordinary general meeting.

2. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### **18. Proceedings at general meetings**

1. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

(iii) Still photography, Video recording or any other type of recording is prohibited in general meeting without approval of board of directors. In addition, carrying electronic devices or any other communication device by any person is also strictly prohibited throughout the meeting without approval of board of directors

2. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

3. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

4. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### **19. Adjournment of meeting**

1. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

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

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **20. Voting rights**

1. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll (Whether voted electronically or otherwise), the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

2. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

3. (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.

4. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

5. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

6. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of securities in the company have been paid.

7. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

8. Subject to the provisions of the Act, no member shall be entitled to his voting rights in respect of any securities registered in his name on which any calls or other sums presently payable by him, have not been paid or in regard to which the Company has exercised any right of lien.

#### *21. Proxy*

1. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

2. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

3. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the securities in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### *22. Resolution require Special notice*

1. In accordance with the provisions of section 115 of the act, if any special notice needs to be sent for a resolution, then a notice of the intention to move such resolution shall be given to the company, signed by such number of members as prescribed by the rules, the company shall give to its members a notice regarding the same in the manner prescribed in the rules.

2. The Board of Directors shall on due requisition made by such number of members who hold not less than one-tenth of such paid-up capital of the company carries the right of voting as on that date of receipt of requisition in accordance with Section 100 of the Act, forthwith proceed to call on Extraordinary General Meeting and the provisions of Section 100 of the Act shall apply in respect of such meeting.



### 23. Board of Directors

1. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
2. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.  
  
(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
  - (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
  - (b) in connection with the business of the company.
3. The Board may pay all expenses incurred in getting up and registering the company.
4. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
5. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
6. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
7. The following shall be the first director of the company namely:-
  1. Mr. Willi Dowidat
  2. Mr. H. Geissel
  3. Mr. Tarachand Saboo
  4. Mr. Durga Prasad Mandellia
  5. Mr. Rasiklal Maneklal
  6. Mr. Harbans Singh Mehta
  7. Mr. Ramkumar Kejriwal
8. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Act  
  
(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
9. The Board may subject to provisions of section 161(2), appoint any person to act as Alternate Director for a Director during his absence for a period of not less than three months from the India in which meetings of the Board are ordinarily held. and such appointment shall have effect and such appointee whilst he holds office as an Alternate Director, shall be entitled to notice of meeting of the Board and to attend and vote thereat accordingly, and shall ipso facto, vacate office if and when the absent Director returns to the Country or the absent Director vacates office as a Director.



10. Whenever the Directors enter into a contract with any person or persons for borrowing any money or for providing any guarantee or security or for technical or financial collaboration or assistance or enter into any other arrangement, the Directors shall have, subject to provisions of Section 152 of the Act, the power to agree that such person or persons shall have the right to appoint or nominate subject to provision of Section 161 of the Act, by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the Agreement [subject to section 161 (3)]. The Directors may also agree that any such Director or Directors may be removed from time to time by the person or persons aforesaid who may appoint another or others in his or their place and also fill in any vacancy, which may occur as a result of any such Director or Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including the payment or remuneration, travelling and other expenses to such Director or Directors as may be agreed by the Company with the person aforesaid

#### ***24. Rotation of Directors***

1. Subject to the provision of Section 152, not less than two-third of the total number of Directors shall be person whose period of office is liable to determination by retirement of Director by rotation except independent directors of the company

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

3. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become directors on the same day those to retire shall in default of and subject to any agreement among themselves be determined by lot.

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

5. Subject to the provision of the act if at any meeting at which an election of Directors ought to take place, the places of the retiring Directors not filled up, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place and if at the adjourned meeting, the places of the retiring directors are not filled up, the retiring directors or such of them as they have not had their places filled up shall (it will continue in office) be deemed to have re-elected at the adjourned meeting.

#### ***25. Powers of the Board***

1. The business of the Company shall be managed by the Board who may exercise all such power of the Company and do all such acts and things as are not, by the Act, Rules or by the Memorandum or by the Articles of the Company required to be exercised or done by the Company in General Meeting, subject nevertheless to the provision of these Articles, to the provisions of the Act, or any other act and to such regulations being not inconsistent with any of the aforesaid provisions, as may be prescribed by the Company in General Meeting but no regulation made by the Company in the General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made provided that the Board shall not, subject the provisions provided under the Act and Rules, made thereunder, if any, whether by way of Special or Ordinary Resolution or way Specific Majority, as may be required, except with the consent of the members in General Meeting by special resolution:-

a. sell, lease or otherwise dispose of the whole or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole, of any such undertakings;

- b. remit, or give time for the repayment of, any debt due by a Director;
- c. Invest otherwise than in trust securities the amount of compensation received by it as a result of any merger or amalgamation.;
- d. to borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided further that the powers specified in Section 179 of the Act shall subject to this Article be exercised only at the meetings of the Board, unless the same be delegated to the extent therein stated;
- e. Contribute to bona fide and charitable funds any amounts the aggregate of which will, in any financial year exceed five per cent of its average net profit for the immediately preceding three (3) financial years.

#### *26. Validity of the act of directors*

1. All acts done by any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified as per provisions of the act, be as valid as if every such director or such person has been duly appointed and was qualified to be a director.

#### *27. Proceedings of the Board*

1. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

2. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

3. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

4. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

5. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.



(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

6. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

7. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

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

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

10. The quorum for a meeting of a board 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, provided that where at any time, the number of interested directors is equal to or exceeds two-third of total strength, the total number of remaining directors, that is to say the number of directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. 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 board after deducting therefrom the number of directors, if any, whose places are vacant at that time. The directors participating by video conferencing or any other audio-visual means shall also be counted for the purposes of determining the quorum.

### ***28. Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer***

1. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

2. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.



### 29. The Seal

1. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the company is so affixed in their presence.

### 30. Dividends and Reserve

1. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

2. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

3. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than securities of the company) as the Board may, from time to time, think fit.

Provided also that company shall not declare dividend unless carried over previous losses and depreciation not provided in previous year or years are set off against profit of the company for the current year.

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

4. (i) Subject to the rights of persons, if any, entitled to securities with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the securities in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the securities in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the securities during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly

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

6. (i) Any dividend, interest or other monies payable in cash in respect of securities may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

7. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

8. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act. 88. No dividend shall bear interest against the company.

9. No dividend shall bear interest against the company.

### *31. Accounts*

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

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

### *32. Inspection*

1. Subject to section 94 and other provisions of the Act the fees for inspection of registers and indices maintained by the company under section 88 by any person other than members, debenture holders and other security holders shall be Rs 50 or any amount as prescribed under the Act or rules made thereunder, whichever is higher. Further fees for taking copy or extract of registers and indices maintained by the company under section 88 by any person other than members, debenture holders and other security holders shall be Rs 10 per page or any amount as prescribed under the Act or rules made thereunder, whichever is higher and fees for taking copy of annual return by members, debenture holders, other security holders and any other person shall be Rs 10 per page or any amount as prescribed under the Act or rules made there under, whichever is higher.

2. Subject to the provisions of section 119 of the Act and the rules made thereunder the company shall maintain minute books of general meetings, which shall be open for inspection for 2 hours on each business day by any member without any fees. Any member, on a request made by him to the company and on payment of Rs 10 per page or any amount prescribed in the rules made thereunder, whichever is higher, be made available a copy of such minutes within a period of 7 working days by the company, as requested by him.

3. Subject to the provisions of section 186 of the Act the company shall maintain a register of Loan and investment by company in the format prescribed in the rules made thereunder and shall be open for inspection, free of charge and extracts may be taken there from by any member, and copy thereof may be furnished to any member on payment of fees which shall be Rs 10 per page or any amount as prescribed under the Act or rules made thereunder, whichever is higher.

### *33. Notice*

1. Subject to the provisions of the Act and rules provided there under, a notice or other document may be given by the Company to any members resident in India by sending it by post or through electronic mode to him to his registered e – mail address/ address in India, or if the Member has no registered address in India, to the address, if any, supplied by such member to the Company for the giving of notice to him or through E-mail. In the case if a Member who is not a resident of India and who holds securities in the Company a notice or other document shall be given by the Company by sending it by post to him at his registered address outside India or through E-mail.

2. A notice may be given by the company to the joint holders of a share by giving the notice to the joint holder whose name first appears in the Register in respect of securities jointly held by him

### **34. CHEQUES, PROMISSORY NOTES AND NEGOTIABLE INSTRUMENTS**

1. All Cheques, promissory notes, drafts, hundies, bills of exchange, and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board may, from time to time, determine by resolutions.

### **35. Winding up**

1. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any securities or other securities whereon there is any liability.

### **36. Indemnity**

1. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal. Note: The Articles shall be signed by each subscriber of the memorandum of association who shall add his address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address,



We the several persons whose names and addresses are subscribed below are desirous of being formed into a company in pursuance of these Article of Association: -

S.No	Names, Description, occupation and addresses of each subscriber	Signature of Subscriber	Name addresses description and signature of witness or witnesses
1.	(Sd.) B.P. Mandelia S/o Sri D.P. Mandelia R/o 5, Century Flats, Cadell Road Bombay-28 (Business)	Sd/-	K.K. R/o Bank Building, Parliament Street, New Delhi
2.	(Sd.) Kamla Devi Saboo W/o Sri. T.C. Saboo R/o 46, Ballygunge Circular Road, Calcutta-19 (Housewife)	Sd/-	Dau R/o 8, India Exchange Place, Calcutta-1
3.	(Sd.) Usha Saboo W/o Sri R.K. Saboo R/o 14, Sector No. 4, Chandigarh, Punjab (Housewife)	Sd/-	
4.	(Sd.) P.N. Berry S/o L.D.D. Ram R/o 206, Jorbagh, New Delhi (Service)	Sd/-	
5.	(Sd.) R.K. Saboo S/o. Sri T.C. Saboo R/o 14, Sector No. 4, Chandigarh, Punjab (Business)	Sd/-	
6.	(Sd.) M.K. Saboo S/o. Sri T.C. Saboo R/o R/o 46, Ballygunge Circular Road, Calcutta-19 (Business)	Sd/-	
7.	(Sd.) H.S. Mehta S/o Sri S. Pritam Singh Mehta R/o 33, Regal Building, Connaught Circus, New Delhi, (Business)	Sd/-	(Sd.) N.S. Agal, Chartered Accountant, R/o 21, Daryaganj, Delhi

Dated this 16<sup>th</sup> day of January, 1962.