

September 27, 2021

BSE Limited,  
(Corporate Relationship Department),  
P J Towers,  
Dalal Street, Fort,  
Mumbai- 400 001

BSE Code: 530343

National Stock Exchange of India Ltd.,  
(Listing & Corporate Communications),  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051.

NSE Symbol: GENUSPOWER

**Sub: A copy of the amended MOA of the Company.**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the amended memorandum of association of the Company, which has duly been approved by the shareholder in the 29th Annual General Meeting of the Company held on September 16, 2021 and approved by Registrar of Companies, Kanpur, Uttar Pradesh on September 27, 2021.

Kindly take the above in your record.

Thanking you.

Yours faithfully,

For **Genus Power Infrastructures Limited**

  
(Ankit Jhanjhari)  
Company Secretary



Encl. as above

**MEMORANDUM  
AND  
ARTICLES  
OF  
ASSOCIATION**

**OF**



**GENUS POWER INFRASTRUCTURES LIMITED**



सत्यमेव जयते

**GOVERNMENT OF INDIA**  
**MINISTRY OF CORPORATE AFFAIRS**

Corporate Identity Number:

**SECTION 13(1) OF THE COMPANIES ACT, 2013**

**Certificate of Registration of the Special Resolution Confirming Alteration of  
Object Clause(s)**

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

DS Registrar of  
Companies uttar  
pradesh kanpur 01

Digitaly signed by DS Registrar of Companies uttar  
pradesh kanpur 01  
DS, CRL, Registrar of Companies uttar pradesh  
kanpur, Kanpur, India, 208001, 2023-07-20 11:22:21  
Registrar of Companies uttar pradesh kanpur 01  
2023-07-20 11:22:21 +05:30

Registrar of Companies

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Mailing Address as per record available in Registrar of Companies office:





भारत सरकार-कॉर्पोरेट कार्य मंत्रालय  
कम्पनी रजिस्ट्रार कार्यालय, उत्तर प्रदेश

कम्पनी अधिनियम, 1956 की धारा 18(3)

राज्य परिवर्तित करने के संबंध में, प्रादेशिक निदेशक के आदेश के पंजीकरण से संबंधित प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L51909UP1992PLC051997

मैसर्स GENUS POWER INFRASTRUCTURES LIMITED

ने अपने विशेष विनिश्चय द्वारा, इसके पंजीकृत कार्यालय को दिल्ली राज्य से उत्तर प्रदेश राज्य में स्थानान्तरित करने के निमित्त अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है और इस परिवर्तन की पुष्टि

CLB NEW DELHI, NEW DELHI

के दिनांक 25/05/2012 के आदेश द्वारा किए जाने पर,

मैं, यह सत्यापित करता हूँ कि उक्त आदेश की सत्यापित प्रतिलिपि को आज पंजीकृत कर लिया गया है।

कानपुर में, यह प्रमाण-पत्र, आज दिनांक इक्कीस अगस्त दो हजार बारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS  
Registrar of Companies, Uttar Pradesh

SECTION 18(3) OF THE COMPANIES ACT, 1956

Certificate of Registration of Regional Director order for Change of State

Corporate Identity Number : L51909UP1992PLC051997

M/s GENUS POWER INFRASTRUCTURES LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Delhi to the Uttar Pradesh and such alteration having been confirmed by an order of CLB NEW DELHI, NEW DELHI bearing the date 25/05/2012.

I hereby certify that a certified copy of the said order has this day been registered.

Given at Kanpur this Twenty First day of August Two Thousand Twelve.

Registrar of Companies, Uttar Pradesh

कम्पनी रजिस्ट्रार, उत्तर प्रदेश

\*Note: The corresponding form has been approved by SANJAY BOSE, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website ([www.mca.gov.in](http://www.mca.gov.in)).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

GENUS POWER INFRASTRUCTURES LIMITED

213, J.S. Arcade,, Sector-18,,

Noida - 201301,

Uttar Pradesh, INDIA



भारत सरकार-कॉर्पोरेट कार्य मंत्रालय  
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L51909DL1992PLC133383

मैसर्स GENUS POWER INFRASTRUCTURES LIMITED

के अंशधारकों ने दिनांक 06/05/2011 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा दिल्ली में यह प्रमाण-पत्र, आज दिनांक तेरह मई दो हजार ग्यारह को जारी किया जाता है।

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GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS  
Registrar of Companies, National Capital Territory of Delhi and Haryana

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object  
Clause(s)

Corporate Identity Number : L51909DL1992PLC133383

The share holders of M/s GENUS POWER INFRASTRUCTURES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 06/05/2011 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Delhi this Thirteenth day of May Two Thousand Eleven.

(RABI BARUA)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies  
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा  
National Capital Territory of Delhi and Haryana

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कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

GENUS POWER INFRASTRUCTURES LIMITED  
D-116, OKHLA INDUSTRIAL AREA, PHASE -1, OKHLA,  
NEW DELHI - 110020,  
Delhi, INDIA

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय  
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L51909DL1992PLC133383

मेसर्स GENUS POWER INFRASTRUCTURES LIMITED

के अंशधारकों ने दिनांक 06/10/2010 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा दिल्ली में यह प्रमाण-पत्र, आज दिनांक बारह अक्तूबर दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS  
Registrar of Companies, National Capital Territory of Delhi and Haryana

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

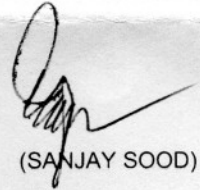
Corporate Identity Number : L51909DL1992PLC133383

The share holders of M/s GENUS POWER INFRASTRUCTURES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 06/10/2010 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Delhi this Twelfth day of October Two Thousand Ten .



  
(SANJAY SOOD)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies  
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा  
National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

GENUS POWER INFRASTRUCTURES LIMITED  
D-116, OKHLA INDUSTRIAL AREA, PHASE -1, OKHLA,  
NEW DELHI - 110020,  
Delhi, INDIA

भारत सरकार-कम्पनी कार्य मंत्रालय  
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कार्पोरेट पहचान संख्या : L51909DL1992PLC133383

मैसर्स GENUS OVERSEAS ELECTRONICS LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स  
GENUS OVERSEAS ELECTRONICS LIMITED

जो मूल रूप में दिनांक छह अगस्त उन्नीस सौ बानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स  
GENUS OVERSEAS ELECTRONICS LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस.आर.एन A12015269 दिनांक 31/03/2007 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स  
GENUS POWER INFRASTRUCTURES LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा दिल्ली में आज दिनांक इकतीस मार्च दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF COMPANY AFFAIRS  
Registrar of Companies, National Capital Territory of Delhi and Haryana

Fresh Certificate of Incorporation Consequent upon Change of Name


Corporate Identity Number : L51909DL1992PLC133383

In the matter of M/s GENUS OVERSEAS ELECTRONICS LIMITED

I hereby certify that GENUS OVERSEAS ELECTRONICS LIMITED which was originally incorporated on Sixth day of August Nineteen Hundred Ninety Two under the Companies Act, 1956 (No. 1 of 1956) as GENUS OVERSEAS ELECTRONICS LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A12015269 dated 31/03/2007 the name of the said company is this day changed to GENUS POWER INFRASTRUCTURES LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Delhi this Thirty First day of March Two Thousand Seven.



  
(TEJ PRAKASH SHAMI)  
कम्पनी रजिस्ट्रार / Registrar of Companies  
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा  
National Capital Territory of Delhi and Haryana

COMPANY NO. U51909 DL2005 PLC 133383

( SECTION 18(3) OF COMPANIES ACT, 1956 )

M/s. Genus Overseas Electronics Limited

having by special resolution altered the provisions of its Memorandum of Association with respect to place of the Registered Office by changing it from the State of \_\_\_\_\_

Rajasthan to the NCT of Delhi and

such alteration having been confirmed by an order of Company

Law Board, Northern Region Bench, New Delhi, Vide P.No. 138/17/2004 -

CLB bearing the date 14-1-2005.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at NEW DELHI this

Twenty fifth day of February  
Two Thousand five



(SAUD AHMAD)  
A88tt. REGISTRAR OF COMPANIES,  
NCT OF DELHI & HARYANA.



: "COMPANYREG"

E- Mail : [rocjai.sb@hub.nic.in](mailto:rocjai.sb@hub.nic.in)  
[roc-jai@hub.nic.in](mailto:roc-jai@hub.nic.in)



Telephone: (0141) 2500564

2500565

FAX: (0141) 2500564

GOVERNMENT OF INDIA  
MINISTRY OF COMPANY AFFAIRS  
OFFICE OF THE REGISTRAR OF COMPANIES, RAJASTHAN  
132-VIJAY NAGAR, PART-II, KARTARPURA RAILWAY CROSSING  
JAIPUR - 302006

Company No. 17 -006884

CIN-U51395RJ1992PLC006884

**CERTIFICATE OF REGISTRATION OF THE ORDER OF  
COMPANY LAW BOARD CONFIRMING TRANSFER  
OF THE REGISTERED OFFICE FROM ONE STATE  
TO ANOTHER**

**GENUS OVERSEAS ELECTRONICS LIMITED**

Passing by special resolution altered the provisions of its Memorandum of Association with respect to the Place of the registered office by changing it from the State of RAJASTHAN to NCT OF DELHI such alteration on having been confirmed by an order of COMPANY LAW BOARD, NORTHERN REGION BENCH, NEW DELHI, bearing dated the 14.01.2005

I hereby certify that certified copy of the said order has this day been registered.

Given under my hand at JAIPUR on this 18th day of FEBRUARY  
TWO THOUSAND FIVE.



*V.K. Khubchandani*  
(V.K. KHUBCHANDANI)  
REGISTRAR OF COMPANIES  
RAJASTHAN, JAIPUR.



Co. No. 17-06884

## Certificate for Commencement of Business

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

I hereby certify that the GENUS OVERSEAS ELECTRONICS LIMITED

which was incorporated under the Companies Act, 1956, on the 6th  
.....day of AUGUST.....1982

and which has this day filed a duly verified declaration in the prescribed form that the conditions of section 149 (1) (a) to (d)/149 (2) (a) to (c) of the said Act, have been complied with, is entitled to commence business.

Given under my hand at JAIPUR

this TWENTY THIRD.....day of SEPTEMBER

One thousand nine hundred and NINETY TWO



Balraj  
B. L. MEENA  
Registrar of Companies.  
Rajasthan, Jaipur.

J. S. C. 10.

MG IPTC-1313 JSC-12410-(C-1318)-4-10-83-3,000.



सत्यमेव जयते

प्रारूप आई० आर०

Form I. R.

निगमन का प्रमाण-पत्र

## CERTIFICATE OF INCORPORATION

ता०.....का सं०.....

No. of 17-66884 19 92-93

मैं एतद्वारा प्रमाणित करता हूँ कि आज

**जीबस ओवरसीज इलेक्ट्रॉनिक्स लिमिटेड**

कम्पनी अधिनियम 1956 ( 1956 का 1 ) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है ।

I hereby certify that **GENUS OVERSEAS ELECTRONICS LIMITED**

is this day incorporated under the Companies Act, 1956 ( No. 1 of 1956 ) and that the Company is Limited.

मेरे हस्ताक्षर से आज ता०.....को दिया गया ।

Given under my hand at **JAIPUR** this **SIXTH**

day of **AUGUST**.....One thousand nine hundred and **NINETY TWO**

SAKA : 15 SRAVANA, 1914

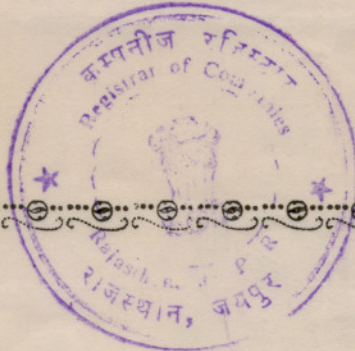
( **M. S. AGARWAL** )

कम्पनियों का रजिस्ट्रार

राजस्थान, जयपुर

Registrar of Companies

Rajasthan, Jaipur



Sri Sundeeep Agarwal

Advocate

Ch. No. 7 Grown Room Varanasi  
High Court Allahabad.

Company Petition No: 45/2012

In The Matter of Genesis Paper  
Products Limited And others.

Order Dt: 29/10/2013



**Court No. - 59**

**Case :-** COMPANY PETITION No. - 45 of 2012

**Petitioner :-** In The Maater Of Genus Paper Products Limited And Others

**Counsel for Petitioner :-** Deepak Diwan, Adarika Ghose, Shambhu Chopra, Sujeet Kumar

**Counsel for Respondent :-** Jayant Bannerji, O.L. O.P. Sharma, O.L. U.S. Patole

And

**Case :-** COMPANY PETITION No. - 46 of 2012

**Petitioner :-** In The Maater Of Genus Paper Products Limited And Others

**Counsel for Petitioner :-** Deepak Diwan, Adarika Ghose, Shambhu Chopra, Sujeet Kumar

**Hon'ble Pankaj Mithal, J.**

Heard Sri Deepak Diwan, learned counsel for the petitioner companies in both the petition.

The company petition no. 45 of 2012 has been filed by Genus Power Infrastructure Limited whereas company petition no. 46 of 2012 has been filed by Genus Paper Product Limited and Genus Paper and Board Limited under Section 391/394 of the Companies Act, 1946 for sanction of the scheme of arrangement which has been enclosed as Exhibit 'D' in both the petitions separately.

The scheme provides for merger of Genus Paper Product Limited (hereinafter referred to company no. 1) with Genus power Infrastructure Limited (hereinafter referred to company no. 2) and in the de-merger of the non power division of company no. 2 into Genus Paper and Board Limited (hereinafter referred to as company no. 3).

In addition to the above the scheme provides that the company no. 2 would issue 24 equity shares of face value of Re 1/- each at par for every 100 equity shares of Re. 1/- of the company no. 1 and that company no. 3 will issue one fully paid up equity share on the face value of Re 1/- for every one fully paid up equity share of face value of Re 1/- each of company no. 2.

Certain modifications in the above scheme have been made as per the suggestions/objections of the secured creditors of company nos. 1 and 2 as raised by them in the respective meetings.

The registered head office of company nos. 1 and 3 from the very inception is situate in U.P. within the territorial jurisdiction of this Court and as such company application no. 4 of 23012 was jointly presented by both of them for convening and dispensing with the meetings of the shareholders, secured and unsecured creditors. This Court vide order dated 4.4.2012 passed in the above application dispensed with the meetings of the shareholders of the company no. 1 for the reasons recorded therein and directed for convening of the meetings of the secured and unsecured creditors for which separate chairpersons/alternative chairpersons were appointed. The Court at the same time dispensed with the meetings of the shareholders as well as of the secured and unsecured creditors of the company no. 3 as there were no creditors and all the 7 shareholders have submitted in writing that they approve of the scheme and have no objection against it.

The registered head office of company no. 2 was in Delhi. Subsequently, it was shifted to U.P., whereupon a separate company application no. 13 of 2013 was presented by it for convening and dispensing with the meetings of the shareholders/secured and unsecured creditors. The Court vide order dated 7.9.2012 passed in the above company application directed for convening the meetings of the shareholders as well as the secured and unsecured creditors separately and appointed separate chairpersons/ alternative chairpersons for the meetings.

In pursuance of the above orders, the meetings of the companies as referred to above were advertised in the newspapers Pioneer (English) and Dainik Jagran (Hindi) both dated 17th January 2013. The originals of the said newspapers have been brought on record by affidavits of service.

The chairpersons of all the meetings in their reports have stated that necessary formalities for convening the meetings were carried out and after due notice as required in law, the meetings were duly convened. The quorum for each meeting was complete. The shareholders and the creditors have unanimously resolved to accept the scheme of arrangement and there was no dissent. The motion accepting the scheme was carried out by majority in number and value.

The Regional Director, Ministry of Corporate Affairs, Northern

Regions, PDIL Bhawan, New Delhi has submitted his report and has not taken any exception to the above scheme. The Official Liquidator has also not pointed out any defect or shortcoming in the scheme. The scheme otherwise is also not detrimental to any shareholder or creditor of the company. It is not even said to be against any public policy.

The Board of Directors of each of the companies have also vide separate resolution of all dated 11.1.2012 have approved of the scheme of arrangement.

In view of the above there is nothing objectionable in the scheme and since it is not against the public policy and detrimental to the interest of any one, the same deserves to be sanctioned.

It is accordingly sanctioned.

Petitioners companies are directed to file certified copy of this order along with scheme before the Registrar of the Companies within 30 days from the issuance of the certified copy of this order. The scheme of arrangement would come into effect from the date of the order. The formal order to this effect be issued by the office of the Court.

Both the above company petitions are disposed of.

**Order Date :- 29.10.2013**

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(THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

## **MEMORANDUM OF ASSOCIATION**

OF

## **GENUS POWER INFRASTRUCTURES LIMITED**

- I. The name of the Company is **GENUS POWER INFRASTRUCTURES LIMITED**.
- II. The Registered Office of the Company will be situated in the **State of UTTAR PRADESH**.
- III. The objects for which the Company is established are :-
  - (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -**
    1. To carry in India or elsewhere the business to manufacture, contract manufacture, produce, assemble, alter, acquire, build, convert, commercialize, design, develop, display, demonstrate, equip, fabricate, repair, maintain, modify, market, machine, recondition, remodel, import, export, buy, sell, resell, research and to act as agent, supplier, contractors, consultants, engineers, collaborators, or otherwise to deal in all types of electrical, electronic, mechanical magnetic, electro-magnetic, optical, hydraulic, pneumatic items, instruments, equipments, plants machines, computer based industrial electronics, consumer based electronics and equipments, goods and appliances such as electric and electronic meters (such as electronic energy meters, gas meters and water meters including smart energy meters, smart gas meters, smart water meters), Complete range of Smart postpaid and prepayment meters, Smart Metering Solutions, Communication modules, net meters, smart group meter, prepayment meter, DIN meters, street light management solutions, DCU (Data Concentrator Unit), Gateways, power quality meters, reference meters, meter reading instruments, Hand held unit (HHU), Softwares such as MDAS (Meter Data Acquisition System), HES (Head End System), MDMS (Meter Data Management System), Dash Board, mobile apps for smart energy meter, meter billing & collection services, testing & measurement services, ABT meters, all types of Metering Enclosures, CTs (Current Transformers), electronic controls, MPTT charge controllers, high voltage distribution systems (HVDS), low voltage distribution systems (LVDS), micro processors, based control, micro processors based control panels, modems, invertors, solar inverters, UPS, transformers, poles (electric and electronic), solar wafers, solar cells, solar modules, fuel cells, e-bikes, switchgears, telephones, electronic digital products software, metering software, billing software, display devices, communication equipments, generating sets, batteries, battery chargers, CVT, stabilizers, engines, digital signature receivers, hardware components, accessories, tools, their by-products and computers and their attachments and accessories, spares thereof and engineering products, wireless equipments and systems, Assembled printed circuits boards (PCB), Switch Assemblies, Hybrid micro circuits (HMC).

2. To construct, laydown, establish, promote, erect, build, install, commission, carry out and run all necessary power sub-stations, workshops, repair shops, wires, cables, transmission lines, accumulators, street lights for the purpose of conservation, distribution and supply of electricity to participating industries, State Electricity Boards and other Boards for industrial, commercial, domestic, public and other purposes and also to provide regular services for repairing and maintenance of all distribution and supply lines on turn-key basis or otherwise.
3. To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultant, collaborator, or otherwise to deal in electric power in all its branches/offices at such place or places as may be permitted by appropriate authorities by establishment of thermal power plants, hydraulic power plants, wind power plants, solar power plants and other power plants based on any source of energy as may be developed or invented in future including to acquire licenses, concessions or facilities from government authorities for aforesaid activities.

**(B) THE OBJECTS INCIDENTAL, ANCILLARY to the attainment of the Main Objects are:**

1. To buy, sell, manufacture, repair, alter and exchange, let on hire export, import and deal in all kinds of articles and things, which may be required for the purpose of any of the main business in this Memorandum contained or which may seem capable of being profitably dealt with in connection with any of the said businesses covered in the main object.
2. To invest in, subscribe for, purchase or otherwise acquire and sell, dispose of exchange, hold and deal in shares, stocks, bonds, debentures, debenture-stocks, public securities or other securities issued by any authority, Central, State, Municipal Local or otherwise and to invest in immovable and other properties.
3. To advance, deposit or lend money, securities and property (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) to or with such persons, firms or bodies corporate as the company may think fit and in particular to customers and others having dealing with the company and on such terms as may seem expedient and to discount, buy, sell and deal in mite, notes, warrants, coupon and other negotiable or transferable securities or documents and to guarantee the performance of any contract by any such person.
4. To guarantee the payment of money secured by or payable under or in respect of bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, and other securities of any company or any authority, Central, State, Municipal, Local or of otherwise or any person whatsoever, whether, incorporated or not incorporated and to transact all kinds to guarantee business and to further transact all kinds of trust and agency.
5. To purchase or otherwise acquire and sell, exchange, surrender, lease, mortgage, change, convert, hold, turn to account, dispose of and deal in real and personal property and rights of all kinds and in particular, mines, quarries, land, building, hereditaments, business concerns and undertaking, debenture-stocks, mortgages, debentures, produce, concession, options, contracts, patents annuities, licences, Stocks, shares, securities, bonds, policies, book-debts and claims, privileges and cause-in-action of all kinds, including any interest in

real or personal property and any claims against such property or against any persons or company and to carry on any business, concern or undertaking so acquired in connection with the business of the company.

6. To receive money, securities, valuables of all kinds on deposit or safe custody (not amounting to the business of banking as defined under the Banking Regulations Act, 1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debenture or debenture–stocks (perpetual or otherwise) and to secure the repayment of any money so borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company’s property (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien or secure and guarantee the performance by the company or any other company or body corporate of and any obligation undertaken by the Company or any other person or Company, as the case may be.
7. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
8. To invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit.
9. To communicate with chambers of commerce and other mercantile and public bodies throughout the world and concert and promote measures for the protection of the trade, industry and persons engaged therein.
10. To subscribe, to become a member of, subsidise and co-operate with any other association whether incorporated or not, whose objects altogether or in part similar to those of the Company and to procure from and communicate to and such association, such information as may be likely to further the objects of the Company.
11. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and manage any buildings, offices, factories, mills, ships, machineries, engines, water-works, gasworks, bridges, wharves, reservoirs, roads, tramways, railways, branches or sidings, electric power, heat and light supply work, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusements, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences, which the company may think directly or indirectly conducive to its objects and connected with the main line of business which the company will carry on or advance the interests of the company and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof and to join with any other person or company doing any of these things.
12. To improve, manage, develop, grant rights or privileges in respect of otherwise deal with all or any part of the property and rights of the company.
13. To vest any real or personal property rights or interest acquired by or belonging to the company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.

14. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business.
15. To apply for, purchase or otherwise acquire, protect and renew in any part of the world, patents, licences, concessions, patent rights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the company of the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, develop or grant licence in respect thereof or otherwise turn to account the right of information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
16. To acquire and undertake the whole or any part of the business property or liabilities of any person, firm or body corporate, through merger/amalgamation scheme or otherwise, carrying on or proposing to carry on any business which the company is authorised to carry on or having property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
17. To enter into any arrangement with any Government or any Authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's objects and to apply for, promote and obtain any Act of Parliament, privilege, concession, licence or authorisation of the Government or any other authority local or otherwise for enabling the Company to carry on any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such act, privilege, concession, licence or authorisation.
18. To pay for any rights or property acquired by the Company and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
19. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture of reciprocal concession or for limiting competition with any person, firm or body corporate including de-merger whether in India or outside carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as carried or directly or indirectly to benefit the company and further or enter into any arrangement or contract with any person, association or body corporate whether in India or outside for technical collaboration , technical know-how or for such other purpose that may seem calculated beneficial and conducive to the objects of the Company.
20. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights, liabilities and properties of the company or for any other purpose which may seem directly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies.

21. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share of interest there in respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
22. To establish and equip laboratories and carry on analytical, experimental and other work or undertaking and search in relation of the objects of the Company.
23. To pay any premia or salaries and to pay for any property, rights or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation of the business of the company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any debentures, debenture-stock or other securities of the Company or otherwise either wholly or partly in case or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully-paid up or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or the securities upon all or any part of the property of the company.
24. To pay out from the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and to take into consideration and to approve and confirm all acts, deeds and things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any agreement, arrangement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
25. To adopt such means of making known the products, business and interest of the Company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase, construction and exhibitions of work or art of general interest, by publication of books and by granting prize, rewards and donation subject to the provisions of law.
26. To procure the company to be registered or recognised in any part of world outside the Union of India.
27. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pension, allowances, emoluments, bonus, profit, sharing bonus, benefits, or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such, subsidiary or who are or were at any time Directors or officers of the Company or any of such other company as aforesaid and the wives, widows, families, dependents or connections of any such persons and to provide for the welfare of all or any of the aforesaid person from time to time by subscribing, subsidising or contributing to any institutions, associations, funds, clubs, trusts, profits sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or

contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and to make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

28. To aid peculiarly or otherwise any association, body or movement having for its objects any solution, settlement or surmounting of industrial labour problems or the promotion of industry or trade.
29. To subscribe in or donate to or guarantee money for national philanthropic, charitable, benevolent, public, general or useful objects, fund or organisation, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the objects of the Company or the interest of its members subject to the provisions of the Companies Act, 1956.
30. To make arrangements with persons engaged in any trade, business or profession for the concession to the company's members, ticket holders and their friends, of any special rights, privileges and advantages and in particular in regard to the supply of goods.
31. On winding up of the company to distribute all or any of the property of the company amongst the members in specie or in kind or 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 and subject further to Section 205 of the Companies Act, 1956.
32. To do all or any of the above things in any part of the world as principals, agents, contractors, trustee, attorney, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.
33. To carry on the business of transport and any other business whether being conveniently be carried on in connection with the objects in this Memorandum contained or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights of which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property real or personal belonging to the Company or in which the company may be interested.

**(C) OTHER OBJECTS:**

1. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists and distributors of and dealers in all or any of the following:-
  - (a.) Elastomers, synthetic resins, carbon black, leather, hides and skins, plastics, latexes and formations there of and other kinds of resins and plastic products and goods.
  - (b.) All types of compounds, drugs, dyewares, disinfectants and of electrical, photographical, surgical and scientific apparatus and materials.
  - (c.) Colours, paints, varnishes, lacquers, pigments.

- (d.) Paper, newsprints, paper board, strawboard, hardboard, fiberboard, chip-board, corrugated paper, transparent paper, craft paper, carbons, inks, parchment and corks.
2. To carry on the business of buyers, sellers, importers, exporters, distributors, stockists, agents or otherwise dealers in stones, packing materials, all kinds of metals, whether ferrous or non-ferrous, all kinds of chemicals, all kinds of industrial and agricultural products whatsoever, all kinds of agricultural industrial, scientific implements tools apparatus machineries and their accessories and to manufacture, process, buy sell, import, export or otherwise deal in such products, their raw materials, machines, stores, packing material and by-products.
  3. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and manage in India or abroad any buildings, offices, apartments, colonies, factories, ships, machinery, waterworks, gasworks, drainage & sewage works, water distribution & filtration systems, bridges, dams, canals, docks, wharves, reservoirs, roads, tramways, railways, branches or siding, electric power, heat and light supply work, telephone works, airports, shipyard, hotels, clubs, shopping complexes, shopping malls, places of worship, amusement parks, reading rooms and other works and conveniences and infrastructures, which the company may think directly or indirectly conducive to the interests of the company and to contribute or otherwise assist or take part in the construction, maintenance, development work, control and management thereof and to join with any other person or company doing any of these things or otherwise deal in real estate sector.
  4. To carry on the business of industrial, financial and investment advisors and to invest in, subscribe for purchase or otherwise deal in shares, stocks, bonds, debenture stock, public securities, issued by any authority, Central, State, Municipal, Local or otherwise and to carry on the business carried on by finance and investment companies, finance and investment advisors.
  5. To plant, cultivate, produce, raise, make marketable, import, export, sell, buy, act as agents, stockists, distributors or otherwise deal in kinds of food-grains, oil cakes, tea, coffee, jute, sugar, sugar cane and other types of produce of land to manufacture, process, import, export, sell, or otherwise deal in fertilizers of all varieties, D.D.T. and other insecticidal and fungicidal sprays.
  6. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists and distributors of and dealers in all or any of the following:-
    - (a.) Tarpaulines, stainless steel utensils.
    - (b.) Automobile workshop, engine, reconditioning workshops, automobiles, agriculture and engineering tools and machines, earthmovers, tractors, road rollers and spare parts.
  7. To carry on the business of suppliers of plant, machinery and equipments, stores, tools, gadgets, devices, contraptions, instruments, spares, and components and to develop, acquire, supply, plans, drawings, estimates, project reports and know-how for industries, business, companies, services and public bodies and Governments.

8. To carry on the business of transport by any means through road, sea or air and to act as transport-agents, travel agents, cargos, shipping agents, couriers and booking agents.
9. To carry on the business of all or any of iron and steel founders, steel melters, steel makers, steel shapers and mechanical, civil, electrical and general engineers and fabricators, contractors, tool makers, brass founders, metal workers, manufacturers of steel, metal and malleable grey castings including ferrous, non-ferrous, special and alloy steel, spring steel, forging quality steel manufacturers/ processors of all types of automobile components, forged components, railway track and wagon components, signal equipments and all other types of railway components and accessories, alloys, nut-bolts, steel rounds, nails, tools, all type of types of hardware item, all types of springs, spring washers, grease cups, grease nipples, oil cups and cones, heavy and light machinery, boilers, architectural fittings, sanitary fittings, pipe and pipe fittings, metallurgists, gas and electrical engineers and manufactures, plate-makers, wire-drawers, tube manufacturers, galvanizers, Japanese re-rollers, annealers, enamellers and electro-platers and to buy, take on lease or hire, sell, import, export, manufacture, process, repair, convert, let on hire or otherwise deal in such products, their raw materials, stores, packing materials, by-products, and allied commodities, machineries, rolling stock, implements, tools, utensils, ground tools, materials and conveniences of all kinds.
10. To manufacture, repair, convert, alter, process, import, export, buy, sell or deal in all sorts of automatic controls, thermal, hydraulic, magnetic, all types of tools, dies, relays, agricultural, industrial and scientific instruments, appliance and apparatus, electrical parts and accessories, plants and all other materials required for planning, processing, finishing, machining and packing of all such products and to manufacture, process, buy, sell, import, export or otherwise deal in such products, their raw materials, stores, packing materials, by-products and allied commodities.
11. To search, prospect, win, work, get, raise, quarry, smelt, refine, dress, manufacture, manipulate, convert, make merchantable, sell, buy import, export or otherwise, deal in iron, iron-ore, copper, gypsum, lead, nickel platinum, zinc bauxite, tungston, ores metals, silicon and manganese.
12. To carry on the business of financial and investment advisors, financier, brokers, under-writers subject to regulations of the Stock Exchange and provisions of the concerned Acts, in force.
13. To carry on the business of wine, sprit and liquor merchants, brewers, distillers, importers, exporters and manufacturers of aerated mineral and artificial waters or caterers for public amusement or entertainment.
14. To carry on the business of cinematography and talkies, films, exhibitors and distributors, theatrical performance, circus play, open air theatres, dances, musicals and other entertainments of all kinds, games, sports, dramatic and other performances of all kinds whatsoever and activities relating to stage performances and letting of the same.



15. To carry on the business of operators of training and teaching school, colleges, workshop, institutes and classes for various trades, professions, crafts, arts and university or institute courses.
16. To carry on the business of printers in all the branches, newspapers, journals, magazines, books and other literature, stationery and other articles to serve as stationers, lithographers, chromo lithographers, block makers, draftsman, envelop manufactures, paper bag and account books makers, numerical printers, box maker and book sellers.
17. To carry on the business of manufacturers, processors, traders, dealers, distributors, buyers, sellers, importers, exporters, programmers, managers, operators and agents or to deal in any other manner (including loan licencing basis, branding) in any of or all electronic printers, all types of entertainment electronics and accessories, computer hardware, computer software, accessories, equipments intermediates spares, salvageable parts, audiovisual media, demonstration machines, electronic typewriters, allied office equipments and stationery.
18. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare, for market, import, export or otherwise deal in all kinds of Cycles, Mopeds, Scooters, Motor Cycles, Auto Rickshaw, Motor Cars, Motor Trucks, Buses, Tractors, Vans, Jeeps, Lorries, Motor Launches, Aeroplanes, Sea Planes and Vehicles and conveyances of all kinds and their Automobile Control Cables and speedometers, cables and its assemblies and spare parts.
19. To carry on the business as Merchants and Agents for petrol, oils, lubricants, greases, spirit, kerosene, gas, electricity and other motive powers.
20. To carry on the business as importers, exporters, manufacturers of and dealers in all kinds of household appliances including refrigerators, stoves, wick stoves, dryers, heaters, pressure cookers, ovens, cooking ranges, hot plates, other cooking utensils of all types, containers, buckets, toasters, mixers, washing machines and other electrical appliances including radios, televisions, transformers and electric motors of every kinds.
21. To manufacture, buy, sell, import, export or otherwise deal in all kinds of soaps, soap chips, soap powders, detergents and toiletries.
22. To carry on the business of manufacturing, trading, dealing, marketing, importing, exporting, converting, synthesising, refining, extracting and preserving of all kinds of dyes, dyes intermediates, colours, polishes and varnishes, soda, caustic soda, organic dyestuffs, synthetic organic paints, derivatives, organic surface active agents, glycerines, heavy water chemicals, salts and all other kinds of organic and inorganic chemicals and also from the residue of substances obtained in the process of manufacture of the chemicals and preparations aforesaid and deal in such by products.
23. To carry on in India or elsewhere the business of prospecting, exploring, operating and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break, acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter, convert, finish, load, unload, handle, transport, buy, sell, import, export, supply, and to act as agent, broker, stockist, distributor, consultant, contractor, manager, operator or otherwise to deal in all sorts of present and future ores, minerals, deposits,

goods, substances & materials, including sands, stones, soils, chalk, clay, china clay, bentonite, boryles, calcite and coal, lignite, rock phosphate, brimstone, brine, bauxite, limestone, precious and other stones, gold, silver, diamonds, iron, aluminum, titanium, vanadium, mica, apalite, chrome, copper, gypsum, rutile, sulphate, tin, zinc, zircon, tungsten, silicon, brass and other allied materials, by-products, mixtures, blends, residues & substances and to do all incidental acts and things necessary for the attainment of the objects under these presents.

24. To carry on the business of manufacturing, trading, marketing, distributing, dealing, importing, exporting, chemically treating, refining and preserving of all kinds of ayurvedic, allopathic, homeopathic, unani medicines, drugs, contraceptives, sera, vaccines, surgical and scientific equipments, appliances, hospital equipments, cosmetics, toilet requisites and all kinds of medicated products and formulations.
25. To manage and deal in land, building and other properties, to collect rents and income and to supply tenants and occupiers and others, refreshments, attendance, messages, light, waiting- rooms, reading rooms, meeting rooms, lavatories or laundry conveniences, electric conveniences, stables and other advantages.
26. To process and manufacture, buy, sell or otherwise deal in jewellery and semi-precious stones of all varieties, articles, of handicrafts and architects and curios, garments and readymade clothes, wool and other fabrics, durries and pile carpets.
27. To process, machine, grind, extract, glow, buy, sell, manufacture, refine, prepare, crush, or otherwise deal in all kinds of oil seeds, wheat, rice, rice bran and other agricultural products and oleaginous and saponaceous and all kinds of by-products or ingredients thereof, ghee from whatever source and method including oil seeds, oil cakes, rice bran and other oil containing medias de-oiled cakes, de-oiled meals for consumption, balanced food and baby food.
28. To carry on the business of manufacturing and processing animal foods for cattle, fowl, chicken, and for all kinds of birds and animals and to import, export, buy, sell or otherwise deal in such products and by-products.
29. To carry on the business of manufacturers and of printers of tin containers, drums and other packing articles made of metal or card-board or hard-board or of any other material or substance and to buy, sell, import, export, convert, recondition, or otherwise deal in such products.
30. To carry on the business of canning and dehydration of fruits, vegetables, pickles and to prepare, manufacture, process such other items of fruits, vegetables and roots and to carry on the business of cold storages or deep freezers.
31. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in surgical items and medical equipments, accessories required in hospitals and dispensaries.
32. To carry on the business of manufactures, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in ceramic, glass and insulators.

33. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in cement and cement products and deal in other building materials.
34. To carry on the business of spinning, weaving, combing, manufacturing, darning, preparing, packing, bleaching, dyeing, colouring, processing, finishing, selling and buying or dealing in cotton, staple, silk and other fibrous and synthetic substances, including waste and raw wool and wool tops.
35. To carry on the business of hotel, restaurant, café, tavern, night clubs casinos, discotheques, swimming pool, beer-house, refreshment room and lodging, house keepers, health clubs, baths and dressing rooms, licensed victuallers, wines, beer spirit merchants, importers and manufacturers of aerated and artificial waters and other drinks, purveyors and caterers for public amusement.
36. To purchase, take on lease, hire, erect or otherwise acquire, establish and equip, manage, administer, own or act as collaborators, technicians, financiers of any other motels, holiday camps, restaurants, canteens, clubs, cafes, pubs, bars, refreshment rooms, casinos in India or in any other part of the world.
37. To carry on the business of advertising agency for providing to advertisers a complete range of advertising services on all mass media like hoardings, newspapers, radios, televisions and films.
38. To carry on the business of agents, brokers, sellers, buyers, exporters, importers, merchants, traders, stockiest, processors, manufactures, distributors, representative of all kinds of goods and merchandise.
39. To manufacture, buy, sell, import, export and deal in sunmica, ply and articles of all kinds thereof and wooden and steel furniture.
40. To sell, buy, import, export, deal in and manufacture ready made garments, made-ups, furniture covers, hosiery goods, embroidery articles, carpets, durries, shawls, drugget, mattresses, sweaters, jerseys, hats, felts, gloves, socks, chesters, scarves from woollens, wool, textiles, cloth, synthetic fabrics, tapestry and curtain materials.
41. To develop, acquire, supply plans, drawings, estimates, projects and know-how for industries, business companies, services and public bodies and government.
42. To carry on the business of leasing and hire purchase company and to acquire to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicles, buildings and real estate, required for manufacturing, transportation and trading business and other commercial and service business.
43. To carry on the business as farmers, house-keepers, milers, agriculturists, horticulturists and to maintain, run, acquire or take over dairy farms, poultry farms and gardens, of all kinds, and description and to deal in all types of garden produce and its products and by products and by products thereof.

44. To carry on the business of dealers, retailers, traders, or otherwise deal in all kinds of lubricants, diesel, petrol, kerosene and all kinds of petroleum products.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs.83,20,00,000/- (Rupees Eighty Three Crore Twenty Lacs only) divided into 63,16,00,000 (Sixty Three Crore Sixteen Lacs only) Equity Shares of Re.1/- (Rupee One) each and 15,00,000 (Fifteen Lacs) Preference Shares of Rs.100/- (Rupees One Hundred) each and 5,04,000 (Five Lacs Four Thousand) 10% Redeemable Preference Shares of Rs.100/- (Rupees One Hundred) each.

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We, the several persons whose names, address and description are subscribed hereunder 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 to our respective names:

Sl. No.	Signature, Name, Description Address and Occupation of the Subscribers	No. of Equity shares taken by each subscriber	Signature, Name, Address, Description and Occupation of Witness
1.	Sd/- <b>(PAWAN KUMAR GOYAL)</b> S/o Shri Girdhari Lal Goyal Assam Home, S-8, Sethi Colony, Jaipur-302 004 Business	100 (One hundred)	I witness the signature of all the subscribers  -sd-  <b>(MOHAN LAL AGRAWAL)</b> S/o Late Shri Satya Narayan Agrawal M. L. Agrawal & Co. Chartered Accountants, C-20, B.D. Road, JAIPUR, Chartered Accountant
2	Sd/- <b>(PANKAJ GUPTA)</b> S/o Shri Jagdish Chandra Gupta B-97, University Marg, Bapu Nagar, Jaipur Business	100 (One hundred)	
3.	Sd/- <b>(RAMKISHORE SHARMA)</b> S/o Late Shri Ramgopal Sharma C-149, Mangal Marg, Bapu Nagar, Jaipur Service	100 (One hundred)	
4	Sd/- <b>(DINESH KUMAR JAIN)</b> S/o Shri Madan Lal Jain 337, Akron Ka Rasta, Kishanpole Bazar, Jaipur, Service	100 (One hundred)	
5.	Sd/- <b>(BASANT KUMAR GOYAL)</b> S/o Shri Girdhari Lal Goyal Assam House, S/8, Sethi colony, Jaipur-4 Business	100 (One hundred)	
6.	Sd/- <b>(SUBASH CHANDRA BOHRA)</b> S/o Late Shri Badri Narayan Bohra, 103, Bohra house, Jhalaniyon ka Rasta, Jaipur Business	100 (One hundred)	
7.	Sd/- <b>(ROSHAN LAL KALIA)</b> S/o Late Shri Milawa Ram Kalia C-20, B.D. Road, Jaipur-302 001 Advocate	100 (One hundred)	
8.	Sd/- <b>(BINOD KUMAR GOYAL)</b> S/o Shri Girdhari Lal Goyal Assam House, S-8, Sethi Colony, Jaipur-4 Business	100 (One hundred)	

Total No. of Equity Shares subscribed: 800 (Eight hundred)

Dated the 31<sup>st</sup> day of July, 1992.

Place: Jaipur

THE COMPANIES ACT, 2013

**ARTICLES OF ASSOCIATION**

OF

**GENUS POWER INFRASTRUCTURES LIMITED**

(Company Limited by Shares)  
(Incorporated under the Companies Act, 1956)

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the annual general meeting of the Company held on September 08, 2016 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

Title of Article	Article No.	Regulations
<b>TABLE 'F' EXCLUDED</b>		
<b>Table 'F' not to apply</b>	(1)	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
<b>Company to be governed by these Articles</b>	(2)	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.
<b>INTERPRETATION</b>		
	(3)	In these regulations—
<b>"Act"</b>		(i) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.
<b>"Rules"</b>		(ii) "Rules" means any rule made pursuant to section 469 of the Act or such other provisions pursuant to which the Central Government is empowered to make rules, and shall include such rules as may be amended from time to time.
<b>"Articles"</b>		(iii) "Articles" means these articles of association of the Company or as altered from time to time.
<b>"Board of Directors" or "Board"</b>		(iv) "Board of Directors" or "Board", means the collective body of the directors of the Company.
<b>"Company"</b>		(v) "Company" means Genus Power Infrastructures Limited.
<b>"Seal"</b>		(vi) "Seal" means the common seal of the Company.

<b>“Number” and “Gender”</b>	(4)	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine gender.
<b>Expressions in the Articles to bear the same meaning as in the Act</b>	(5)	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.
<b>SHARE CAPITAL AND VARIATION OF RIGHTS</b>		
<b>Authorised Share Capital</b>	(6)	The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of Memorandum of Association of the Company.
<b>Shares under control of Board</b>	(7)	Subject to the provisions of the Act (including Rules thereunder) and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
<b>Directors may allot shares otherwise than for cash</b>	(8)	Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
<b>Kinds of Share Capital</b>	(9)	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: (i) Equity share capital: (a) with voting rights (b) with differential rights as to dividend, voting or otherwise in accordance with the Rules (ii) Preference share capital
<b>Issue of certificate</b>	(10)	(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 one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide,— (a) one certificate for all his shares without payment of any charges; or (b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.
<b>Certificate to bear seal</b>		(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
<b>One certificate for shares held jointly</b>		(iii) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
<b>Option to receive share certificate or hold</b>	(11)	A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in

<b>shares with depository</b>		a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
<b>Issue of new certificate in place of one defaced, lost or destroyed</b>	(12)	If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.
<b>Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.</b>	(13)	The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
<b>Registered holder only the owner of the shares</b>	(14)	Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
<b>Power to pay commission in connection with securities issued</b>	(15)	(i) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
<b>Rate of commission in accordance with Rules</b>		(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.
<b>Mode of payment of commission</b>		(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
<b>Variation of members' rights</b>	(16)	(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
		(ii) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.
<b>Issue of further shares not to affect rights of existing members</b>	(17)	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking pari passu therewith.
<b>Power to issue</b>	(18)	Subject to the provisions of the Act, the Board shall have the power to



<b>redeemable preference shares</b>		issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
<b>Further issue of share capital</b>	(19)	(i) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to – (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or (b) employees under any scheme of employees' stock option; or (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
<b>Mode of further issue of shares</b>		(ii) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.
<b>LIEN</b>		
<b>Company's lien on shares</b>	(20)	(i) The Company shall have a first and paramount lien— (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares (not being fully paid shares) standing registered in the name of a 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.
<b>Lien to extend to dividends, etc.</b>		(ii) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.
<b>As to enforcing lien by sale</b>	(21)	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:  Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
<b>Validity of sale</b>	(22)	(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
<b>Purchaser to be registered holder</b>		(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
<b>Purchaser not affected</b>		(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

<b>Application of proceeds of sale</b>	(23)	(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.
<b>Payment of residual money</b>		(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
<b>Outsider's lien not to affect Company's lien</b>	(24)	In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
<b>Provisions as to lien to apply mutatis mutandis to debentures, etc.</b>	(25)	The provisions of these Articles relating to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
<b>CALLS ON SHARES</b>		
<b>Board may make calls</b>	(26)	(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:  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.
<b>Notice of call</b>		(ii) Each member shall, subject to receiving at least fourteen (14) 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.
<b>Revocation or postponement of call</b>		(iii) A call may be revoked or postponed at the discretion of the Board.
<b>Call to take effect from date of resolution</b>	(27)	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.
<b>Liability of joint holders of shares</b>	(28)	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
<b>When interest on call or installment payable</b>	(29)	(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 per cent. per annum or at such lower rate, if any, as the Board may determine.
<b>Board may waive interest</b>		(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
<b>Sums deemed to be calls</b>	(30)	(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.
<b>Effect of non-payment</b>		(ii) In case of non-payment of such sum, all the relevant provisions of

of sums		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.
Payment in anticipation of calls may carry interest	(31)	The Board— (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.
Provisions as to calls to apply <i>mutatis mutandis</i> to debentures, etc.	(32)	The provisions of these Articles relating to calls shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
<b>TRANSFER OF SHARES</b>		
Instrument of transfer to be executed by transferor and transferee	(33)	(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.
Board may refuse to register transfer	(34)	The Board may, subject to the right of appeal conferred by the Act decline to register— (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the Company has a lien.
Board may decline to recognise instrument of transfer	(35)	In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless— (a) the instrument of transfer is in the form as prescribed in rules made under the Act; (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.
Transfer of shares when suspended	(36)	On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:  Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
Provisions as to transfer of shares to apply <i>mutatis mutandis</i> to debentures, etc.	(37)	The provisions of these Articles relating to transfer of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
<b>TRANSMISSION OF SHARES</b>		
Title to shares on death of a member	(38)	(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 shareholder, shall be the only persons recognized by the Company as having any title to his interest in the shares.
<b>Estate of deceased member liable</b>		(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.
<b>Transmission Clause</b>	(39)	(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.
<b>Board's right unaffected</b>		(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.
<b>Indemnity to the Company</b>		(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.
<b>Right to election of holder of share</b>	(40)	(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.
<b>Manner of testifying election</b>		(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
<b>Limitations applicable to notice</b>		(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
<b>Claimant to be entitled to same advantage</b>	(41)	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 complied with.
<b>Provisions as to transmission of shares to apply <i>mutatis mutandis</i> to debentures, etc.</b>	(42)	The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.
<b>FORFEITURE OF SHARES</b>		
<b>If call or installment not</b>	(43)	If a member fails to pay any call, or installment of a call, on the day

<b>paid notice must be given</b>		appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
<b>Form of notice</b>	(44)	The notice aforesaid shall— (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
<b>In default of payment of shares to be forfeited</b>	(45)	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.
<b>Forfeited shares may be sold, etc.</b>	(46)	(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
<b>Cancellation of forfeiture</b>		(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
<b>Members still liable to pay money owing at the time of forfeiture</b>	(47)	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
<b>Cesser of liability</b>		(ii) 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.
<b>Certificate of forfeiture</b>	(48)	(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
<b>Title of purchaser and transferee of forfeited shares</b>		(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.
<b>Transferee to be registered as holder</b>		(iii) The transferee shall thereupon be registered as the holder of the share.
<b>Transferee not affected</b>		(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.
<b>Sums deemed to be calls</b>	(49)	The provisions of these Articles 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.
<b>Provisions as to forfeiture of shares to</b>	(50)	The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of

<b>apply <i>mutatis mutandis</i> to debentures, etc.</b>		the Company.
<b>ALTERATION OF CAPITAL</b>		
<b>Power to alter share capital</b>	(51)	Subject to the provisions of the Act, the Company may, by ordinary resolution - <ul style="list-style-type: none"> <li>(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;</li> <li>(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>(c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</li> <li>(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;</li> <li>(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</li> </ul>
<b>Shares may be converted into stock</b>	(52)	Where shares are converted into stock,— <ul style="list-style-type: none"> <li>(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</li> <li>(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</li> <li>(c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those Articles shall include “stock” and “stock-holder” respectively.</li> </ul>
<b>Reduction of capital</b>	(53)	The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, - <ul style="list-style-type: none"> <li>(a) its share capital; or</li> <li>(b) any capital redemption reserve account; or</li> <li>(c) any securities premium account; or</li> <li>(d) any other reserve in the nature of share capital.</li> </ul>
<b>CAPITALISATION OF PROFITS</b>		
<b>Capitalisation</b>	(54)	(i) The Company in general meeting may, upon the recommendation of the Board, resolve— <ul style="list-style-type: none"> <li>(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the</li> </ul>

		<p>Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and</p> <p>(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.</p>
<b>Sum how applied</b>		<p>(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—</p> <p>(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</p> <p>(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);</p> <p>(iii) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;</p> <p>(iv) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.</p>
<b>Powers of the Board for capitalisation</b>	(55)	<p>(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>(a) make all appropriations and applications of the amount resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and</p> <p>(b) generally do all acts and things required to give effect thereto.</p>
<b>Board's power to issue fractional certificate etc.</b>		<p>(ii) The Board shall have power—</p> <p>(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 shares becoming distributable in fractions; and</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;</p>
<b>Agreement binding on members</b>		<p>(iii) Any agreement made under such authority shall be effective and binding on such members.</p>
<b>BUY-BACK OF SHARES</b>		
<b>Buy-back of shares</b>	(56)	<p>Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.</p>

<b>GENERAL MEETINGS</b>		
<b>Extraordinary general meeting</b>	(57)	All general meetings other than annual general meeting shall be called extraordinary general meeting.
<b>Powers of Board to call extraordinary general meeting</b>	(58)	The Board may, whenever it thinks fit, call an extraordinary general meeting.
<b>PROCEEDINGS AT GENERAL MEETINGS</b>		
<b>Presence of Quorum</b>	(59)	(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.
<b>Business confined to election of Chairperson whilst chair vacant</b>		(ii) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
<b>Quorum for general meeting</b>		(iii) the quorum for the general meetings shall be as provided in the Act.
<b>Chairperson of the meetings</b>	(60)	The chairperson of the Board, if present and willing, shall preside as Chairperson at every general meeting of the Company.
<b>Directors to elect a Chairperson</b>	(61)	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.
<b>Members to elect a Chairperson</b>	(62)	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.
<b>Casting vote of Chairperson at general meeting</b>	(63)	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
<b>Minutes of proceedings of meetings and resolutions passed by postal ballot</b>	(64)	(i) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
<b>Certain matters not to be included in Minutes</b>		(ii) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting - (a) is, or could reasonably be regarded, as defamatory of any person; or (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company.
<b>Discretion of Chairperson in relation to Minutes</b>		(iii) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
<b>Minutes to be evidence</b>		(iv) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
<b>Inspection of minute books of general meeting</b>	(65)	(i) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:



		(a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.
<b>Members may obtain copy of minutes</b>		(ii) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (i) above:  Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
<b>Powers to arrange security at meetings</b>	(66)	The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.
<b>ADJOURNMENT OF MEETING</b>		
<b>Chairperson may adjourn the meeting</b>	(67)	(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.
<b>Business at adjourned meeting</b>		(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.
<b>Notice of adjourned meeting</b>		(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.
<b>Notice of adjourned meeting not required</b>		(iv) Save as aforesaid, and as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
<b>VOTING RIGHTS</b>		
<b>Entitlement to vote on show of hands and on poll</b>	(68)	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, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
<b>Voting through electronic means</b>	(69)	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.
<b>Vote of Joint holders</b>	(70)	(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.
<b>Seniority of names</b>		(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
<b>How members <i>non compos mentis</i> and minor may vote</b>	(71)	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If

		any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians
<b>Votes in respect of shares of deceased or insolvent members, etc.</b>	(72)	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
<b>Business may proceed pending poll</b>	(73)	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
<b>Restriction on voting rights</b>	(74)	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.
<b>Restriction on exercise of voting rights in other cases to be void</b>	(75)	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.
<b>Equal rights of members</b>	(76)	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.
<b>Time for objection to vote</b>	(77)	(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.
<b>Chairperson to be the sole judge of validity of any vote</b>		(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
<b>PROXY</b>		
<b>Member may vote in person or otherwise</b>	(78)	(i) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.
<b>Proxies when to be deposited</b>		(ii) 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.
<b>Form of proxy</b>	(79)	An instrument appointing a proxy shall be in the form as prescribed in the rules made under the Act.
<b>Proxy to be valid notwithstanding death of the principal</b>	(80)	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:  Provided that no intimation in writing of such death, insanity,

		revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
<b>JOINT HOLDERS</b>		
<b>Joint-holders</b>	(81)	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:
<b>Liability of Joint-holders</b>		(i) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share.
<b>Death of one or more joint-holders</b>		(ii) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
<b>Receipt of one sufficient</b>		(iii) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
<b>Delivery of certificate and giving of notice to first named holder</b>		(iv) 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.
<b>Vote of joint-holders</b>		(v) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.
<b>Executors or administrators as joint holders</b>		(vi) 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.
<b>Provisions as to joint holders as to shares to apply <i>mutatis mutandis</i> to debentures, etc.</b>		(vii) The provisions of these Articles relating to joint holders of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company registered in joint names.
<b>BOARD OF DIRECTORS</b>		
<b>Number of directors</b>	(82)	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen).
<b>Directors not liable to retire by rotation</b>	(83)	The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
<b>Remuneration to require members' consent</b>	(84)	(i) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with the provisions of the Act and

		subject to consent of the members of the Company.
<b>Remuneration of directors</b>		(ii) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
<b>Travelling and other expenses</b>		(iii) 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.
<b>Execution of negotiable instruments</b>	(85)	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.
<b>Appointment of additional directors</b>	(86)	(i) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
<b>Duration of office of additional director</b>		(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.
<b>Appointment of alternate director</b>	(87)	(i) The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
<b>Duration of office of alternate director</b>		(ii) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
<b>Re-appointment provisions applicable to Original Director</b>		(iii) If the term of office of the Original Director is determined before he returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
<b>Appointment of director to fill a casual vacancy</b>	(88)	(i) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
<b>Duration of office of Director appointed to fill casual vacancy</b>		(ii) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.
<b>POWERS OF BOARD</b>		
<b>General powers of the Company vested in Board</b>	(89)	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and

		these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
<b>PROCEEDINGS OF THE BOARD</b>		
<b>When meeting to be convened</b>	(90)	(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
<b>Who may summon Board meeting</b>		(ii) The Chairperson or any one Director with the previous consent of the Chairperson may, or the Company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
<b>Quorum for Board meetings</b>		(iii) The quorum for a Board meeting shall be as provided in the Act.
<b>Participation at Board meetings</b>		(iv) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
<b>Questions at Board meeting how decided</b>	(91)	(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.
<b>Casting vote of Chairperson at Board meeting</b>		(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
<b>Directors not to act when number falls below minimum</b>	(92)	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.
<b>Who to preside at meetings of the Board</b>	(93)	(i) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
<b>Directors to elect a Chairperson</b>		(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.
<b>Delegation of powers</b>	(94)	(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.
<b>Committee to conform to Board regulations</b>		(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.
<b>Participation at Committee meetings</b>		(iii) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
<b>Chairperson of Committee</b>	(95)	(i) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
<b>Who to preside at</b>		(ii) If no such Chairperson is elected, or if at any meeting the

<b>meetings of Committee</b>		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.
<b>Committee to meet</b>	(96)	(i) A committee may meet and adjourn as it thinks fit.
<b>Questions at Committee meeting how decided Casting vote of Chairperson</b>		(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.
<b>Acts of Board or Committee valid notwithstanding defect of appointment</b>	(97)	All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
	(98)	Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.
<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>		
	(99)	Subject to the provisions of the Act,—
<b>Chief Executive Officer, etc.</b>		(i) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
<b>Director may be CEO, CS, CFO, etc.</b>		(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
<b>Managing Director/CEO can be appointed as Chairman</b>		(iii) Subject to the provisions of the Act and other applicable laws, an individual who is Managing Director or Chief Executive Officer or Whole-time Director of the Company may be appointed or re-appointed as Chairman of the Company at the same time.
	100	A provision of the Act or these Articles 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.
<b>REGISTERS</b>		
<b>Statutory registers</b>	(101)	The Company shall keep and maintain at its registered office all statutory registers for such duration as the Board may, (unless otherwise prescribed under law or decided by the members of the Company in accordance with and subject to the provisions of the Act), decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but

		not exceeding the limits prescribed by the Rules.
<b>Foreign register of members</b>	(102)	The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register. The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.
<b>THE SEAL</b>		
<b>Custody of the seal</b>	(103)	(i) The Board shall provide for the safe custody of the seal.
<b>Use and affixation of the seal</b>		(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 one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.
<b>DIVIDENDS AND RESERVE</b>		
<b>Company in general meeting may declare dividends</b>	(104)	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
<b>Interim dividends</b>	(105)	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
<b>Dividends only to be paid out of profits</b>	(106)	(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 applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
<b>Carry forward of profits</b>		(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
<b>Division of profits</b>	(107)	(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
<b>Payments in advance</b>		(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.
<b>Dividends to be apportioned</b>		(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for

		dividend accordingly.
<b>Company's right to deduct due amount from any dividend payable</b>	(108)	(i) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
<b>Retention of dividends</b>		(ii) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
<b>Mode of remittance of Dividend</b>	(109)	(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
<b>Instrument of payment</b>		(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
<b>Discharge to Company</b>		(iii) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.
<b>Receipt of one holder sufficient</b>	(110)	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.
<b>Notice of dividend</b>	(111)	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.
<b>No interest on dividends</b>	(112)	No dividend shall bear interest against the Company.
<b>Waiver of dividends</b>	(113)	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.
<b>ACCOUNTS</b>		
<b>Inspection by Directors</b>	(114)	(i) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.
<b>Restriction on inspection by members</b>		(ii) No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.
<b>WINDING UP</b>		
<b>Winding up</b>	(115)	Subject to the applicable provisions of the Act and the Rules made thereunder – (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the



		<p>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.</p> <p>(b) 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.</p> <p>(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>
<b>INDEMNITY AND INSURANCE</b>		
<b>Indemnity</b>	(116)	(i) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses. Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court or the Tribunal.
<b>Insurance</b>		(ii) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.
<b>GENERAL POWER</b>		
<b>General Power</b>	117	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

We, the several persons whose names, address and description are subscribed hereunder are desirous of being formed into a company, in pursuance of this Articles of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

Sl. No.	Signature, Name, Description Address and Occupation of the Subscribers	Signature, Name, Address, Description and Occupation of Witness
1.	Sd/- <b>(PAWAN KUMAR GOYAL)</b> S/o Shri Girdhari Lal Goyal Assam Home, S-8, Sethi Colony, Jaipur-302 004 Business	I witness the signature of all the subscribers  -sd- <b>(MOHAN LAL AGRAWAL)</b> S/o Late Shri Satya Narayan Agarwal M. L. Agrawal & Co. Chartered Accountants, C-20, B.D. Road, JAIPUR, Chartered Accountant
2	Sd/- <b>(PANKAJ GUPTA)</b> S/o Shri Jagdish Chandra Gupta B-97, University Marg, Bapu Nagar, Jaipur Business	
3.	Sd/- <b>(RAMKISHORE SHARMA)</b> S/o Late Shri Ramgopal Sharma C-149, Mangal Marg, Bapu Nagar, Jaipur Service	
4	Sd/- <b>(DINESH KUMAR JAIN)</b> S/o Shri Madan Lal Jain 337, Akron Ka Rasta, Kishanpole Bazar, Jaipur , Service	
5.	Sd/- <b>(BASANT KUMAR GOYAL)</b> S/o Shri Girdhari Lal Goyal Assam House, S/8, Sethi colony, Jaipur-4 Business	
6.	Sd/- <b>(SUBASH CHANDRA BOHRA)</b> S/o Late Shri Badri Narayan Bohra, 103, Bohra house, Jhalaniyon Ka Rasta, Jaipur Business	
7.	Sd/- <b>(ROSHAN LAL KALIA)</b> S/o Late Shri Milawa Ram Kalia, C-20, B.D. Road, Jaipur-302 001 Advocate	
8.	Sd/- <b>(BINOD KUMAR GOYAL)</b> S/o Shri Girdhari Lal Goyal Assam House, S-8, Sethi Colony, Jaipur-4 Business	

Dated the 31<sup>st</sup> day of July, 1992.

Place: Jaipur