

May 27, 2022

The Manager, Listing Department  
The National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051  
NSE Symbol : PANACEABIO

BSE Limited  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001  
BSE Scrip Code: 531349

**Sub: Postal Ballot Notice**

Dear Sir,

This is in continuation to our letter dated May 18, 2022 intimating the approval of the Board of Directors of the Company, for conducting Postal Ballot Process for seeking shareholders' approval only by way of electronic means ("remote e-voting") in respect of the special businesses as set out in the Postal Ballot Notice.

In this regard, please find enclosed a copy of the Postal Ballot Notice along with Annexures thereto being sent to the shareholders through email only for the purpose of obtaining their approval on the following matters:

1. Appointment of Mr. Narotam Kumar Juneja as Non-Executive Non-Independent Director, liable to retire by rotation. **(Ordinary Resolution)**
2. Adoption of new set of Articles of Association of Company. **(Special Resolution)**
3. Approval for granting of loans, guarantees etc. and making investments by way of subscription, acquisition or otherwise in securities of any other body corporate & mutual funds etc. aggregating upto Rs.500 Crore. **(Special Resolution)**

In terms of the General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021, respectively issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the Postal Ballot Notice has been / is being sent only by email to those shareholders whose names appear in the Register of Members as on the Cut-off Date i.e. Friday, May 20, 2022 and who have registered their email addresses with the Company or depository / depository participants.



Contd....2

B1 Extn. /G3, Mohan Co-op Indl. Estate,  
Mathura Road, New Delhi -110044  
Email: vinodgoel@panaceabiotec.com  
Phone: D.I.D. +91-11-4167 9015  
Fax: +91-11-4167 9070

**Panacea Biotec Ltd.**

CIN: L33117PB1984PLC022350

Registered Office: Ambala-Chandigarh Highway, Lalru - 140 501, Punjab, India. Ph.: +91-1762-505900, Fax: +91-1762-505906.  
e-mail: corporate@panaceabiotec.com website: www.panaceabiotec.com

: 2 :

Further, in compliance with Regulation 44 of the SEBI LODR Regulations and said MCA Circulars, the Company has provided only remote e-voting facility to its members to enable them to cast their votes electronically instead of physical mode and for this purpose the Company has availed the services of National Securities Depository Limited to provide the remote e-voting facility. The procedure/instructions for remote e-voting are given in the Notice. The remote e-voting period commences on Saturday, May 28, 2022 (from 09:00 a.m. IST) and ends on Sunday, June 26, 2022 (upto 05:00 p.m. IST).

In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, by clicking the link: <http://www.skylinerta.com/EmailReg.php> and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [compliances@skylinerta.com](mailto:compliances@skylinerta.com).

This is for your kind information and record please

Thanking you,

Sincerely yours,

For Panacea Biotec Ltd.



Vinod Goel  
Group CFO and Head Legal  
& Company Secretary



## Panacea Biotec Limited

(CIN:L33117PB1984PLC022350)

Regd. Office: Ambala - Chandigarh Highway, Lalru - 140 501, Punjab

Corp. Office: B-1 Extn./G-3, Mohan Co-operative Indl. Estate, Mathura Road, New Delhi - 110 044

Website: www.panaceabiotec.com, E-mail: companysec@panaceabiotec.com

Tel: +91 11 41679000, Fax: +91 11 41679070

### **NOTICE OF POSTAL BALLOT**

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"SEBI LODR Regulations"**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), any other applicable laws and regulations, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the guidelines prescribed in the General Circulars issued by the Ministry of Corporate Affairs vide Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 respectively (**"MCA Circulars"**), the resolutions appended herein below are proposed to be passed by the Members of Panacea Biotec Limited (**"the Company"**) by means of Postal Ballot, by way of voting through electronic means (**"remote e-voting"**) only.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with applicable Rules pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed herewith for your consideration.

Pursuant to the said MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, the companies have been allowed to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / remote e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for the companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot, upto June 30, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. The Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company or depository participants.

Further, in compliance with the requirements of the MCA Circulars, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to any member. Accordingly, the communication of assent / dissent of the members will only take place through the remote e-voting system.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The reason for not enclosing the Postal Ballot form has already been explained in the foregoing paras.

Members holding Equity Shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned in Note No. 12 under the head **'Procedure for Voting through Electronic Means (Remote e-Voting)'** in this Postal Ballot Notice and record their assent (**"FOR"**) or dissent (**"AGAINST"**) on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Sunday, June 26, 2022. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

For this purpose, the Company has engaged the services of National Securities Depository Limited (**"NSDL"**) to provide the remote e-voting facility to the Members. Further, the Company has also made necessary arrangement to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in Note 13 in this Postal Ballot Notice.

The Members may please also note that a resolution, if assented to by the requisite majority of the shareholders by means of Postal Ballot (through remote e-voting), will be taken as passed effectively on the last date specified for remote e-voting.

#### **SPECIAL BUSINESS:**

##### **1. Appointment of Mr. Narotam Kumar Juneja (DIN: 01204817) as a Non-Executive Non-Independent Director.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 & the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Narotam Kumar Juneja (DIN: 01204817), who was upon recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, appointed by the Board of Directors as an Additional Director (in the capacity of non-executive non-independent director) of the Company with effect from April 01, 2022 in accordance with the provisions of Section 161 of the Act and the Articles of Association of the Company, being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing the candidature of Mr. Narotam Kumar Juneja for the office of Director of the Company, be and is hereby appointed as a director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director / Joint Managing Director, Whole-time Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to file all such necessary e-forms with the Registrar of Companies and to intimate any other authority, if required and to do all such acts, matters, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution."

## 2. Adoption of new set of Articles of Association of Company

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the draft Articles of Association as circulated along with the Postal Ballot Notice dated May 18, 2022, be and are hereby approved and adopted in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Managing Director / Joint Managing Director, Whole-time Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to file all such necessary e-forms with the Registrar of Companies and to intimate any other authority, if required, to print new set of Articles of Association and to do all such acts, deeds, matters and things and to sign all such documents, papers and writings as may be deemed necessary, proper, desirable and/or expedient in their absolute discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

## 3. Approval for granting of loans, guarantees etc. and investment by way of acquisition of securities of any other bodies corporate & mutual funds etc.

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the relevant provisions of the Memorandum and Articles of Association of the Company and subject to the applicable approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter called the "Board" which term shall be deemed to include any Committee, including the Executive Committee of the Board of Directors, which the Board has constituted or may hereafter constitute to exercise its powers including the power conferred by this Resolution) to:-

- (i) give loans to any person(s) or other body(ies) corporate;
- (ii) give any guarantee(s) or provide any security(ies) in connection with any loan(s) to any other body(ies) corporate or person(s); and
- (iii) make investments by way of acquisition, purchase, subscription or otherwise the securities and other financial instruments including but not limited to units of mutual funds, debentures, bonds, treasury bills, fixed deposits, fixed income plans, government securities, commercial papers (collectively referred as "the Securities") issued by banks, body(ies) corporate, entity(ies), Central or State Government(s);

exceeding 60% of the Company's paid-up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium account, whichever is more, as the Board may think fit, in one or more tranches, provided that the aggregate amount of investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time together with the amount of such investments, loans, guarantees or securities at any point of time shall not exceed Rs.500 Crore (Rupees Five Hundred Crore Only).

RESOLVED FURTHER THAT the Managing Director/ Joint Managing Director, Whole-time Director, Associate Director Finance & Corporate Affairs, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to finalise, settle, and execute such documents, deeds, writings, papers and agreements as may be required to be signed, on behalf of the Company and to do all such acts, deeds, matters and things as, in their absolute discretion, may be considered necessary, proper, expedient, incidental or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board and / or aforesaid directors / officers of the Company, as may be applicable, to be in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors and/or Officers of the Company as it may consider necessary or expedient or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board and the aforesaid directors / officers of the Company, as the case may be, in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects."

By order of the Board  
For Panacea Biotec Ltd.

Vinod Goel  
Group CFO and Head Legal  
& Company Secretary

Place: New Delhi  
Date : May 18, 2022

### NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("**the Act**") and the Rules made thereunder, setting out material facts concerning Special Businesses set out in the Notice of Postal Ballot (the "**Notice**") is appended below and forms part of this Postal Ballot Notice.
2. The Postal Ballot Notice is being sent only by electronic mode to all those Members / Beneficial Owners of the Company whose names appear in the Register of Members/ list of Beneficial Owners as received from the Depositories i.e. National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") as on Friday, May 20, 2022 ("**Cut-off Date**") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited ("**RTA**") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circulars Nos.14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021 respectively ("**MCA Circulars**").

3. The Members may also note that the Notice will also be available on the Company's website viz. <https://www.panaceabiotec.com> and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed and on the website of NSDL viz. <https://www.evoting.nsdl.com>.
4. All the Members of the Company would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names are appearing on the Register of Members / List of Beneficial Owners as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member as on the Cut-off date should treat this notice for information purpose only.
5. The members holding shares in physical form are requested to intimate changes pertaining to their bank account details, address, e-mail address, contact numbers etc., if any, to the Company's RTA. Members holding shares in dematerialised form should intimate any such change to their Depository Participant.
6. Non-Resident Indian Members are requested to inform the Company's RTA immediately:
  - a) the particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
  - b) any change in their residential status on return to India for permanent settlement.
7. **The members who are holding shares in physical form and have not yet got exchanged their old Share Certificate(s) for Equity Shares of Rs.10/- each, into new Share Certificate(s) in respect of sub-divided Equity Shares of Re.1/- each, are requested to send the request along with the related original Share Certificate(s) immediately.**
8. **Equity Shares of the Company are under Compulsory Demat segment. Further, Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 01, 2019. Accordingly, the Company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form.**  
**In view of the above and to avail various benefits of dematerialisation, the Members who have not yet got their Equity Shares dematerialised, are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed to the Company.**
9. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit a self-attested copy of their PAN Card to the Company / RTA.
10. In all correspondence(s) with the Company / RTA, Members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.
11. Members who are holding shares in physical form in multiple folios in identical names or joint holding in the same order of names, are requested to send the share certificates to the Company's RTA for consolidation into a single folio.
12. **Procedure for Voting through Electronic Means (Remote e-Voting):**
  - (i) In compliance with provisions of Sections 108, 110 and all other applicable provisions of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") read with SEBI circular on e-voting provided by listed entities dated December 09, 2020, Secretarial Standard-II on General Meetings ("SS-2") and in accordance with the MCA Circulars, the Company is pleased to provide remote e-voting facility to its members to enable them to cast their votes electronically instead of physical mode on all resolutions set forth in this Notice. For this purpose, the Company has availed the services of NSDL to provide the remote e-voting facility. NSDL shall be sending the user ID & passwords to those members whose e-mail ids are registered with Company / Depository Participants.
  - (ii) As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.
  - (iii) The remote e-voting period will commence on Saturday, May 28, 2022 (from 09:00 a.m. IST) and end on Sunday, June 26, 2022 (upto 05:00 p.m. IST). During this period, members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, May 20, 2022 may cast their votes electronically.

Cut-off date for remote e-voting	May 20, 2022
Remote E-voting start date	May 28, 2022
Remote E-voting end date	June 26, 2022

The remote e-voting module shall forthwith be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (iv) The process / manner for availing remote e-voting facility and the instructions for members voting electronically are as under:

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




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

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/202/242 dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method	
Individual Shareholders holding securities in demat mode with NSDL.	1.	Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	2.	If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	3.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	4.	Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.  <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	1.	Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.
	2.	After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	3.	If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	4.	Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.	

**Important Note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

### General Guidelines for shareholders

- a. Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter / Power of Attorney etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@panaceabiotec.com](mailto:scrutinizer@panaceabiotec.com) or [scrutinizer108@gmail.com](mailto:scrutinizer108@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/Power of Attorney/Authority letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab in their login.

- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), Members may also contact RTA of the Company at +91-11-40450193-97, +91-11-26812682 and +91-11-26812683 or email at [compliances@skylinerta.com](mailto:compliances@skylinerta.com).

### 13. **Process for shareholders who have not registered their email addresses:**

- A. In compliance with the requirements of the MCA Circulars, the Company will send the Notice of Postal Ballot in electronic form only. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. To facilitate those members who have not registered their email address to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its RTA, for registration of email addresses in terms of the MCA Circulars.

Therefore, those shareholders who have not yet registered their email address are requested to get their email address registered by following the procedure given below:

#### **For Members who have electronic folios:**

- a) Visit the link <https://www.skylinerta.com/EmailReg.php>
- b) Select the company name, viz. Panacea Bioetec Limited
- c) Select the Mode of Shareholding, viz. Electronic
- d) Enter Demat Account No. (DPID-CLID)
- e) Enter the name of shareholder (in case of Joint Shareholders, name of First Shareholder to be entered)
- f) Enter the Email id, Mobile No. and PAN of the sole / first shareholder
- g) RTA shall check the authenticity of the demat account number and PAN and send the OTP to Email id to validate the same.
- h) Shareholder to enter the OTP received by Email to complete the validation process. (OTP will be valid for 5 minutes only).
- i) RTA shall confirm the registration of Email id given by the shareholder, for the limited purpose of this Postal Ballot Notice, by sending confirmation mail to respective shareholder and the Company.

#### **For Members who have physical folios:**

- a) Visit the link <https://www.skylinerta.com/EmailReg.php>
  - b) Select the company name, viz. Panacea Biotec Limited
  - c) Select the Mode of Shareholding, viz. Physical
  - d) Enter Folio No. of shareholder
  - e) Enter the name of shareholder (in case of Joint Shareholders, name of First Shareholder to be entered)
  - f) Enter the Email id, Mobile No. and PAN No. of the sole / first shareholder (If PAN is not available in the records, shareholder will have to enter one of the Share Certificate No.)
  - g) RTA shall check the authenticity of the Folio No. and PAN / Share Certificate No. and send the OTP to Email id to validate the same.
  - h) Shareholder to enter the OTP received by Email to complete the validation process. (OTP will be valid for 5 minutes only).
  - i) If PAN is not available in records, shareholder to send duly signed copy of PAN to RTA by email to [compliances@skylinerta.com](mailto:compliances@skylinerta.com).
  - j) RTA shall confirm the registration of Email id given by the shareholder for the limited purpose of this Postal Ballot Notice, by sending confirmation mail to respective shareholder and the Company.
- B. Post successful registration of the email, the RTA will promptly (but not later than within 48 hours of receipt of the e-mail ID from the eligible members) share a copy of the Postal Ballot Notice and the procedure for e-voting along with the User ID and the Password to the email id given by the shareholder to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [compliances@skylinerta.com](mailto:compliances@skylinerta.com).
- C. It is clarified that for permanent registration of email address, the shareholder is required to register his / her / its email address, in respect of electronic holdings with the Depository through the concerned Depository Participant and in respect of physical holdings with the Company's RTA, by following due procedure.
- D. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's RTA, to enable servicing of notices / documents / Annual Reports etc. electronically to their email address in future.



14. The voting rights of the equity shareholders and preference shareholders shall be in proportion to the paid-up value of their shares in the total paid-up share capital of the Company carrying voting rights, as on the cut-off date, being May 20, 2022.
15. The Board of Directors of the Company has appointed Mr. Debabrata Deb Nath, Practicing Company Secretary (Membership No. F-7775), Partner of M/s. R&D Company Secretaries, as the Scrutinizer to conducting the Postal Ballot process, through e-voting process in a fair and transparent manner.
16. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman or any other person authorized by him. The results of the postal ballot (conducted through remote e-voting process) along with Scrutinizer's Report, will be announced on or before Tuesday, June 28, 2022 and same will be displayed on the Company's website viz. [www.panaceabiotec.com](http://www.panaceabiotec.com) and on the website of NSDL viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be communicated to BSE Ltd. and National Stock Exchange of India Ltd., where the equity shares of the Company are listed. Further, the results of the voting shall also be displayed on the notice board of the Company at its Registered Office as well as Corporate Office.
17. The resolutions, if assented by the requisite majority through Postal Ballot, shall be deemed to be duly passed on the last date specified for e-voting, i.e. Sunday, June 26, 2022, in terms of the Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India.
18. As required by the Rules read with the MCA Circulars and the SEBI LODR Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper and one Punjabi daily newspaper circulating in Lalru, Chandigarh (in vernacular language, i.e. Punjabi).
19. All the relevant documents referred to in this Notice and Explanatory Statement will be available for inspection electronically until the last date of remote e-voting. Shareholders seeking to inspect such documents may send an email at [companysec@panaceabiotec.com](mailto:companysec@panaceabiotec.com).
20. The members are aware that currently COVID-19 has affected many countries including India. Pursuant to advisory issued by the Ministry of Health & Family Welfare, MCA and other authorities on preventive measures to contain the spread of COVID-19, please note that the Company is taking all possible precautionary measures to meet this public health situation and contributing to containing the disease and minimizing its contagious effect.

You are also requested to ensure to follow the directives issued by Government of India / State Government for safety of everyone and take adequate precautions at personal as well as at a social level and follow the medical advisories.

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 1**

The Board of Directors of the Company has appointed Mr. Narotam Kumar Juneja (DIN: 01204817) with effect from April 01, 2022 as an additional director (in the capacity of non-executive non-independent director) on the Board of Directors of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of director of the Company. The Nomination and Remuneration Committee of the Board of Directors as well as the Board of Directors has recommended his appointment as a director of the Company, liable to retire by rotation.

The Company has received from Mr. Narotam Kumar Juneja (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. All the documents concerning his appointment are available for inspection electronically by the shareholders until the last date of remote e-voting.

The details of Mr. Narotam Kumar Juneja as required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard - 2, as applicable, are provided in Annexure - I appended to this statement.

Save and except Mr. Narotam Kumar Juneja to whom the resolution relates, and his relatives (to the extent of their shareholding in the Company, if any), none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no.1 of the Postal Ballot Notice. This statement may also be regarded as an appropriate disclosure under Regulation 36 of the SEBI LODR Regulations and Secretarial Standard-2.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Narotam Kumar Juneja will hold office as an Additional Director up to the date of the ensuing Annual General Meeting. However, Regulation 17(1C) of the SEBI LODR Regulations stipulates that a director appointed on the board of a company shall hold office up to the next general meeting or three months from the date of appointment, whichever is earlier. Keeping in view the above referred provision of the SEBI LODR Regulations, the approval of the Members of the Company is being sought by way of Postal Ballot for the appointment of Mr. Narotam Kumar Juneja, within three months of the date of his appointment as director on the Board of the Company.

The Board considers that his continued association along with vast knowledge and experience would be of immense benefit to the Company and it will be desirable to continue to avail his services as a Director.

Accordingly, the Board recommends the resolution as set out at Item no. 1 of this Postal Ballot Notice for the approval of the members of the Company by way of an Ordinary Resolution.

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

The Articles of Association ("Articles") of the Company as presently in force are in terms of Warrants Subscription & Shareholders Agreement and Debenture Trust Deed both dated April 6, 2019, executed by the Company in connection with the earlier issue of Share Warrants and Non-Convertible Debentures (NCDs) to India Resurgence Fund-Scheme 1, India Resurgence Fund-Scheme 2 and Piramal Enterprises Limited (collectively "India Resurgence Fund" or "the Investors") which were adopted by the Company with respect to the rights of the Investors including appointment of directors, investor protection rights etc. and the obligations of the Identified Promoters and Promoters' Group.

Since, the said Warrants and NCDs are no longer part of the instruments issued by the Company, the terms of Warrants and Debentures are no more required to be incorporated in the Articles of the Company.

Accordingly, the Board of Directors had in its meeting held on Wednesday, May 18, 2022, approved the amended and new sets of Articles of Association after inter-alia deleting the provisions which are no more required and other relevant modifications / additions including insertion of new Article 193 i.e. General Power and renumbering of subsequent articles, subject to the approval of shareholders of the Company. The new and restated Articles of the Company are annexed as Annexure-II to this Postal Ballot Notice.

In terms of the provisions of Sections 5, 14 and all other applicable provisions of the Act read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), any amendments / alteration in the Articles including adoption of new Articles of the Company requires approval of the Members by way of Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, in the resolution as set out at Item No. 2 of the Postal Ballot Notice.

The Board recommends the resolutions as set out at Item No. 2 of the Postal Ballot Notice for the approval of the members of the Company by way of Special Resolution.

### **Item No. 3**

As per the provisions of Section 186 of the Companies Act, 2013 read with the rules made thereunder, as amended ("Act"), no Company can directly or indirectly (a) grant any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, as per the latest audited financial statements.

Where the aggregate of the loans and investment so far made and the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceeds the limits specified under Section 186 of the Act, no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution. However, no approval of shareholders is required in case of loan or guarantee is given or security has been provided by the Company to its wholly-owned subsidiary or a joint venture company, or acquisition is made by the company by way of subscription, purchase or otherwise of, the securities of its wholly-owned subsidiaries.

The Company may grant loans, give guarantee or provide security, as and when needed including the guarantees or securities that may be granted in normal course of business in connection with the loans availed or to be availed by its wholly owned subsidiary companies and/or other bodies corporate. The Company may also make investments by way of acquisition, purchase, subscription or otherwise the securities and other financial instruments including but not limited to units of mutual funds, debentures, bonds, treasury bills, fixed deposits, fixed income plans, government securities, commercial papers (collectively referred as "the Securities") issued by banks, body(ies) corporate, entity(ies), Central or State Government(s).

However, the limits for granting loans, guarantee, security and investment etc. as above, as prescribed under Section 186 of the Act is insufficient. Therefore, taking into consideration the aforesaid requirements, the approval of the members is being sought in accordance with the provisions of Section 186 of the Act, for authorising the Board for granting loan / giving guarantee / providing security to any person or bodies corporate including wholly-owned subsidiary / joint venture company or acquiring Securities, for an aggregate amount of upto Rs.500 Crore (Rupees Five Hundred Crore) over and above the limits as prescribed under Section 186 of the Act.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, in the resolution as set out at Item No. 3 of the Postal Ballot Notice.

The Board recommends the resolution as set out at Item No. 3 of the Postal Ballot Notice for the approval of the members of the Company by way of Special Resolution.

By order of the Board  
For Panacea Biotec Limited

Vinod Goel  
Group CFO and Head Legal  
& Company Secretary

Place: New Delhi  
Date : May 18, 2022

### Annexure I to the Explanatory Statement of the Postal Ballot Notice

Brief Profile of the Director being appointed, as set out in Item No. 1 of the Postal Ballot Notice, as required in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of the Company Secretaries of India

<b>Name of Director</b>	<b>Mr. Narotam Kumar Juneja</b>
DIN	01204817
Age	66 years
Qualification	M. Pharm and PG Diploma in Personnel Management & Industrial Relations
Brief Resume/ Professional Expertise	<p>Mr. Narotam Kumar Juneja has rich experience of over 40 years in pharmaceutical operations (including in the Company) and having executed multiple internationally approved projects worth \$150M+ for reputed companies.</p> <p>He has earlier been associated with the Company as Vice President Operations &amp; Projects during 2003-2006 and again as Chief Operating Officer during 2010-2014. He also worked as Chief Operating Officer with Dawa Group Ltd., Kenya during 2014-2018. He has also held various other senior positions from time to time in several companies including Unichem Laboratories, Baddi; Ranbaxy Laboratories, Paonta Sahib; Systopic India, New Delhi; Dabur India, New Delhi.</p>
Terms and conditions of appointment/re-appointment	As per resolution at item no. 1 of the Postal Ballot Notice read with explanatory statement thereto, Mr. Narotam Kumar Juneja is proposed to be appointed as a director liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	He shall be paid sitting fees and reimbursed expenses for attending the meetings of the Board and its Committees, as may be permissible under law from time to time, as well as fixed remuneration and / or profit related Commission, as may be allowed by relevant guidelines issued under applicable laws from time to time.
Date of first appointment on the Board	April 01, 2022
Shareholding in the Company as on date	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel.
Number of Board Meetings attended during FY 2021-22	Not Applicable
Directorships held in other Companies as on date	Panacea Biotec Pharma Limited
Committee Membership / Chairmanship of other companies as on date	Nil

(THE COMPANIES ACT, 2013)  
(COMPANY LIMITED BY SHARES)  
(Incorporated under the Companies Act, 1956)

## **ARTICLES OF ASSOCIATION\*** **of** **Panacea Biotec Limited\*\***

### Definitions

1. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company. The marginal notes hereto are inserted for convenience and shall not affect the construction hereof and in these presents unless there be something in the subject or context, inconsistent therewith.
 

**Act** means the Companies Act, 2013, and includes where the context so admits any re-enactment or statutory modification thereof for the time being in force.

**Affiliate** means, in respect of any specified Person, any other Person directly or indirectly Controlling or Controlled by or under direct or indirect common Control with such specified Person and in case of natural persons, also includes Relatives of such natural person, any hindu undivided family to which such Person belongs and any trusts set up for the benefit of such natural Person, his or her Relatives or his or her other Affiliates.

**Applicable Law(s)** means any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, directive, guideline, binding conditions, policy, other governmental restriction or any similar form of decision of or determination by, or any interpretation or administration having the force of law of any of the foregoing by any Government Authority, whether in effect as of the date of the adoption of these Articles or at any time hereafter.

**Approval** means consent, approval, authorisation, permit, grant, concession, agreement, license or order, of, with, or from any Person.

**Articles** means the articles of association of the Company.

**Board of Directors** or **Board** means the Board of Directors of the Company.

**Business Day** means a day (other than a Sunday or a Saturday or a public holiday) on which banks are normally open for business in Punjab and New Delhi.

**Company** means the above named Company.

**Control** (including its grammatical variations and correlative terms), in relation to a Person means, as applicable and in each case whether acting by itself or jointly together with another Person (a) the control of or more than 50% (fifty per cent) of the voting rights of the issued share capital of such Person; or (b) the possession, directly or indirectly, of the power to appoint and/ or remove the majority of the members of the board of directors or other governing body of such Person; or (c) the power to direct or cause the direction of the management policies of such Person whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, through contract or otherwise. For avoidance of doubt, in connection with a fund, a general partner and/or investment manager (or any similar governing authority) is deemed to be in Control of such fund.

\* The Amended and Restated Articles of Association of the Company were adopted vide Shareholders' Resolution passed on \_\_\_\_\_, 2022. Earlier, the Amended and Restated Articles of Association were adopted vide Shareholders' Resolution passed on July 06, 2019 which have now been replaced with these Articles.

\*\* The name of the Company was changed from 'Panacea Drugs Limited' to 'Panacea Biotec Limited' with effect from September 07, 1993.

**Dividend** includes any interim dividend and bonus but excludes bonus shares.

**Equity Securities** mean the Equity Shares, any other forms of equity capital, preference shares, convertible debentures (whether, compulsorily or optionally convertible), options, warrants and other instruments, obligations, or securities, in each case, of the Company, that are directly or indirectly convertible into, or exercisable or exchangeable for, Equity Shares.

**Equity Shares** means the equity shares of the Company having face value of INR 1 (Indian Rupee One) each.

**Financial Statement** has the meaning ascribed to it under Section 2(40) of the Act.

**Financial Year** shall have the meaning assigned thereto by Section 2(41) of the Act.

**Fully Diluted Basis** means, in relation to any calculation of Equity Shares, calculation made assuming that all outstanding Equity Securities, whether or not by their terms then currently convertible, exercisable or exchangeable into Equity Shares, have been so converted, exercised or exchanged on the most favourable terms available to their holder at the time of such determination, such that the number concerned is expressed as a number of Equity Shares (and any reference to 'Fully Diluted Basis' in calculating the number of equity shares of any other corporate entity shall be interpreted in a similar manner). For avoidance of doubt, any calculation of Equity Shares on a Fully Diluted Basis will not include the impact of any voting rights attached to, or associated with, redeemable preference shares issued by the Company, until and unless such preference shares are converted or are given a right to convert into Equity Shares.

**General Meeting** means the meeting of the members of the Company, including the annual general meeting.

**Governmental Approval** means any Approval of, with or from any Government Authority.

**Government Authority** means (i) any nation or government or any province, state or any other political subdivision thereof, (ii) any entity, authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, including any government authority, agency, department, board, commission or instrumentality of any applicable jurisdiction, or any political subdivision thereof, (iii) any court, tribunal or arbitrator and any securities exchange or body or authority regulating such securities exchange, and (iv) any Person acting under the authority of or on behalf of any of the Persons specified in (i) to (iii) above.

**Independent Directors** mean independent directors who qualify the applicable requirements for qualification and appointment of an independent director in respect of the Company, as specified under Section 2 (47) of the Act and rules made thereunder and the applicable regulations issued by Securities and Exchange Board of India.

**Key Managerial Personnel** has the meaning ascribed to it under the Act.

**Managing Director** means the Managing Director of the Company.

**Month** means calendar month.

**Office** means the Registered office of the Company.

**Person** means any individual, entity, joint venture, company, corporation, partnership, proprietorship, trust or other enterprise (whether incorporated or not), hindu undivided family, union, association or Government Authority, and includes their respective successors, legal representatives, administrators, executors and heirs, as the case may be, and in respect of a trust includes its trustee or trustees.

**Proxy** includes Attorney duly constituted under a Power-of-Attorney.

**Register** means the Register of Members of the Company required to be kept under Section 88 of the Act.

**Registrar** means the Registrar of Companies, as defined under Section 2(75) of the Act.

**Seal** means the Common Seal of the Company.

**Secretary** means the Company Secretary of the Company.

**Securities** has the meaning ascribed to it under Section 2(h) of The Securities Contracts (Regulation) Act, 1956.

**Shareholders** mean the persons holding shares of the Company at any time of determination.

**Subsidiary** means a subsidiary as defined under the Act.

**Transfer** means (directly or indirectly) to sell, gift, give, assign, transfer, transfer any interest in trust, mortgage, alienate, hypothecate, pledge, encumber, amalgamate, merge or suffer to exist (whether by operation of law or otherwise) any encumbrance on, any Equity Securities or any right, title or interest therein or otherwise dispose of in any manner whatsoever voluntarily or involuntarily, but does not include to transfer by way of testamentary or intestate succession.

**Year** means a calendar year.

- Interpretation
2. (1) All references in these Articles to statutory provisions shall be construed as meaning and including references to:
- (a) any statutory modification, consolidation or re-enactment thereof for the time being in force;
  - (b) all statutory instruments or orders made pursuant to a statutory provision; and
  - (c) any statutory provisions of which these statutory provisions are a consolidation, re-enactment or modification.
- (2) Words denoting the singular shall include the plural and words denoting any gender shall include all genders;
- (3) Headings are for information only and shall not form part of the operative provisions of these Articles and shall be ignored in construing the same;
- (4) Any reference to the words "hereof," "herein," "hereto" and "hereunder" and words of similar import when used in these Articles shall refer to provisions of these Articles as specified;
- (5) The words "include" and "including" are to be construed without limitation;
- (6) Any reference to the word "share" is to share in the share capital of a Company and includes stock; and
- (7) Any reference to the word "member" is to the word member as defined under Section 2(55) of the Act.
- Articles shall override Table 'F'
3. The articles contained in the Table F in Schedule I to the Companies Act 2013 shall apply to the Company except in so far as the same are repeated or contained in these articles.

Buy-back of Securities	4.	The Company is permitted to buy-back its securities including shares in accordance with the provisions of Section 68, 69 and 70 and other applicable provisions, if any, of the Act (including any future amendments or re-enactments) and as per the rules and procedures prescribed therein and in compliance with the prevailing regulatory provisions and guidelines.
Authorised Share Capital	5.	The Authorised Share Capital of the Company is as mentioned in Clause V of Memorandum of Association of the Company with the power to increase or decrease and with the power from time to time to issue any share of any new capital with and subject to any preferential, qualified and special rights, privileges or conditions as may be thought fit and upon the sub-division of a share to apportion the rights to participate in profit in any manner as between the shares resulting from such sub- division. The rights attached to preference shares shall be such as may be determined by the Company at the time of issue thereof or as amended or varied from time to time in accordance with Applicable Law.
Issue of new shares	6.	Subject to the provisions of the Act and these Articles, the shares shall be under the control of the Board who may issue, allot or otherwise dispose of the same to such persons on such terms and conditions at such times, either at par or at a premium and for such consideration as the Board thinks fit. Provided that, where at any time it is proposed to increase the subscribed capital of the Company by allotment of further shares, then subject to the provisions of Section 62 of the Act and the provisions of the Articles, the Board shall issue such shares in the manner set out in Section 62 (1) of the Act. Provided further that the option or right to call on shares shall not be given to any person or persons without the sanction of the Company in General Meeting.
Shares with differential rights	7.	The Company, subject to and in accordance with the provisions of the Act, any Rules framed thereunder, any other applicable laws, rules and regulations and any amendment or re-enactment thereof, shall have powers to issue equity shares with differential rights as to dividend, voting or otherwise.
Return of allotment	8.	As regards all allotments made from time to time, the Directors shall duly comply with Section 39 of the Act.
Redeemable Preference Shares	9.	Subject to the provisions of the Act and these Articles, the Company shall have power to issue preference shares carrying a right of redemption out of the profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may, subject to the provisions of Section 55 of the Act exercise such powers in such manner as may be provided in these Articles. The Company and the Board may redeem the preference shares or declare dividend on the preference shares in accordance with the terms of the preference shares.
Commission and brokerage	10.	The Company may exercise the powers of paying commission conferred by sub-section (6) of Section 40 of the Act and in such case it shall comply with the requirements of Section 40 and the rules made thereunder.
Shares at a discount	11.	The Company may issue at a discount shares of a class already issued, if authorised by a special resolution passed by the Company in General Meeting and upon otherwise complying with Section 54 of the Act and the other applicable provisions of the Articles.
Instalments on shares to be duly paid	12.	If, by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his executor or administrator.

Liability of joint holders of shares	13.	The joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and call due in respect of such shares.
Trust not recognised as shareholder	14.	Subject to provisions of Section 89 of the Act, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction, or as by statute required, be bound to recognise any equitable or other claim to or interest in such share on the part of any other person.
Who may be registered as Shareholder	15.	Shares may be registered in the name of any person, Company or other body corporate. Not more than three persons shall be registered as joint holders. No Securities shall be allotted to or registered in the name of person of unsound mind or a partnership firm.
Calls	16.	The Board may, from time to time, subject to the terms on which any shares may have been issued, and subject to the provisions of Section 49 of the Act, make such calls, as the Board thinks fit, upon the members in respect of all monies unpaid on the shares held by them respectively, and not by the condition of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Board. A call may be made payable by instalments and shall be deemed to have been made when the resolution of the Board authorising such call was passed.
Restrictions on powers to make calls	17.	No call shall be made payable within one month after the last preceding call was payable.
Notice of call	18.	Not less than thirty days' notice of any call shall be given specifying the time and place of payment and to whom such calls shall be paid.
When interest on call or instalments payable	19.	<p>(1) If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holders for the time being in respect of the share for which the call shall have been made or the instalment shall be due shall pay interest upon the same at the rate of 18 per cent per annum from the day appointed for the payment thereof to the time of the actual payment or at such lower rate (if any) as the Board may determine.</p> <p>(2) The Board shall be at liberty to waive payment of any such interest either wholly or in part.</p>
Amount payable at fixed times or payable by instalments as call	20.	If by the terms of issue of any share or otherwise any amount is made payable upon allotment or at any fixed time or by instalments at fixed times, whether on account of the nominal value of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Board and of which due notice had been given, and all the provisions contained in respect of calls shall relate to such amount or instalment accordingly.
Evidence in actions by company against Shareholders	21.	On the trial or hearing of any action or suit brought by the Company against any (past or present) Shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register as a holder, on one of the holders of the number of shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Board who made any call, nor that a quorum was present at the Board meeting at which any call was made, nor that the meeting at which any call was made was duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.



Payment of calls in advance	22.	The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the money due upon the share held by him beyond the sum actually called for, and upon the money so paid or satisfied in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding unless the Company in General Meeting shall otherwise direct, 12 (Twelve) per cent per annum as the member paying such sum in advance and the Board agree upon. But the money so paid in excess of the amount of calls shall not rank for dividends, or participate in Profits. The Board may at any time repay the amounts so advanced upon giving to such member not less than three months' notice in writing.
Revocation of call	23.	A call may be revoked or postponed at the discretion of the Board.
Definitions	24.	For the purpose of Article 25:-
Beneficial Owner		"Beneficial Owner" shall have the meaning assigned thereto in Section 2 of the Depositories Act, 1996.
Depositories Act		"Depositories Act" shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.
Depository		"Depository" shall mean a Depository as defined in the Depositories Act, 1996.
SEBI		"SEBI" means the Securities and Exchange Board of India.
Dematerialisation of Securities	25.	(1) Notwithstanding anything to the contrary contained in these Articles, the Company shall offer Securities in a dematerialised form pursuant to the Depositories Act, 1996.
Securities in Depositories to be in prescribed form by Depository		(2) All securities held by a depository shall be dematerialised and shall be in form prescribed by it. Nothing contained in Sections 89 and 90 of the Act, shall apply to a depository in respect of the Securities held by it on behalf of the Beneficial Owners.
Rights of Depositories and Beneficial owners		(3) A Depository shall be deemed to be the registered owner for the purposes of effecting the transfer of ownership of Securities on behalf of the Beneficial Owners and shall not have any voting rights or any other rights in respect of the Securities held by it.
Beneficial owner deemed to be the member of the Company		(4) Every person holding Securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities, which are held by a Depository.
Service of Documents		(5) The Depository shall furnish to the Company the information of transfer of Securities and the records of beneficial ownership at such intervals and in such manner as may be stipulated under the provisions of the Depositories Act.
Transfer of Securities		(6) Transfer of Securities held in a depository will be governed by the provisions of the Depositories Act. Nothing contained in Section 56 of the Act or these Articles, shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.
Allotment of Securities dealt with in a Depository		(7) Notwithstanding anything contained in the Act or these Articles, where Securities are in a dematerialised form with a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such Securities.

Distinctive numbers of Securities held in a Depository	(8)	Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.
Register and Index of Beneficial Owners	(9)	The Register and Index of Beneficial Owners maintained by a Depository under the Depositories Act, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.
Other matters	(10)	Notwithstanding anything contained in these Articles, the provisions of the Depositories Act, relating to dematerialisation of securities (including any modification or re-enactment thereof and Rules/Regulations made thereunder) shall prevail and apply accordingly.

### **FORFEITURE AND LIEN**

If call or Instalment not paid notice may be given	26.	If any member fails to pay any call or instalment of a call on or before the day appointed for the payment of the same, the Board may at any time thereafter during such time as the call or instalment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
Form of Notice	27.	The notice shall name a day (not being less than thirty days from the date of service of the notice) and a place or places on and at which such call, or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment on or before the time, and at the place appointed, the shares in respect of which such call was made or instalment is payable will be liable to be forfeited.
If notice not complied with shares may be forfeited	28.	If the requirement of any such notice as aforesaid be not complied with any shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or instalments, interest and expenses, due in respect thereof be forfeited by a resolution of the Board to that effect.
Notice after forfeiture	29.	When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
Forfeited share to become property of the Company	30.	Any share so forfeited shall be deemed to be the property of the Company, and the Board may shall or otherwise dispose of the same in such manner as it thinks fit.
Power to annul forfeiture	31.	The Board may, at any time, before and so forfeited shares shall have been sold, or otherwise disposed of annul the forfeiture thereof upon such conditions as it thinks fit.
Liability on forfeiture	32.	A person whose share has been forfeited shall cease to be a member in respect of such share, but shall, notwithstanding such forfeiture remain liable to pay, and shall forthwith pay to the Company all calls, or instalments, interests and expenses, owing upon or in respect of such share, at the time of the forfeiture, together with interest thereon, from the time of forfeiture, until payment at 12 (Twelve) percent per annum or at such lower rate as the Board may determine and the Board may enforce the payment thereof, or any part thereof without any deduction or allowance for the value of the shares at the time of forfeiture, but shall not be under any obligation to do so.

Evidence of forfeiture	33.	A duly verified declaration in writing that the declarant is a Director or secretary of the company, and that certain shares in the Company have 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 shares and such declarations and the receipt of the Company for the consideration given for the shares on the sale or disposition thereof shall constitute a good title to such share and the person to whom any such share is sold shall be registered as the holder of such share and shall not be bound to see to the application of the purchase money nor shall his title to such share be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposition.
Forfeiture provision to apply to non- payment	34.	The provisions of Articles 26 to 33 hereof shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of a share or by way of premium as if the same had been payable by virtue of a call duly made and notified.
Lien	35.	<p>The Company shall have a first and paramount lien upon every share, (not being fully paid up share) registered in the name of each member (whether solely or jointly with others), and shall extend to all dividends payable and bonuses declared from time to time in respect of such shares and upon the proceeds of sale thereof for money called or payable at a fixed time in respect of such shares, whether the time for the payment thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that Article 14 hereof is to have full effect.</p> <p>Fully paid shares shall be free from all lien, and that in the case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed time in respect of such shares.</p> <p>Unless otherwise agreed, the registration of transfer of a share shall operate as a waiver of the Company's lien, if any on such share.</p>
As to enforcing lien by sale	36.	For the purpose of enforcing such lien the Board may sell the share subject thereto in such manner as it thinks fit, but no sale shall be made until such time for payment as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member, his executor or administrator or his committee, curator bonis or other legal representative, as the case may be, and default shall have been made by him or them in the payment or the monies called or payable at a fixed time in respect of such share for 14 days after the date of such notice.
Application of proceeds of sale	37.	The net proceeds of the sale shall be received by the Company and shall after payment of costs of such sale be applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable (as existed upon the share before the sale) and the residue shall be paid to the persons entitled to the share at the date of the sale.
Validity of sale in exercise of lien and after forfeiture	38.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board may appoint some person to execute an instrument of transfer of the share sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings nor to the application of the purchase money, and after his name has been entered in the register in respect of such share the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

Board may issue new certificate 39. Where any share under the powers in that behalf herein contained is sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such share, the Board may issue a new certificate for such share distinguishing it in such manner as it may think fit from the certificate not so delivered up.

### **TRANSFER AND TRANSMISSION**

Execution of transfer etc. 40. Save as provided in Section 56 of the Act and relevant rules, no transfer of a share shall be registered unless a proper instrument of transfer duly stamped, dated and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to the Company together with the certificate or, if no such certificate is in existence, the letter of allotment of the share. The instrument of transfer of any share shall specify the name, address and occupation, if any, of the transferee and the transferor shall be deemed to remain the member in respect of such shares until the name of the transferee is entered in the register in respect thereof. Each signature to such transfer shall be duly attested by the signature of one credible witness who shall add his address.

Application for registration of transfer 41. Application for the registration of the transfer of a share may be made either by the transferor or the transferee, provided that, where such application is made by the transferor, no registration shall in the case of a partly paid share be effected unless the Company gives the notice of the application to the transferee in the manner prescribed by Section 56 of the Act, and subject to the provisions of these Articles the Company shall unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name and the particulars of the transferee as if the application for registration of the transfer was made by the transferee.

Form of Transfer 42. The instrument of transfer shall be in writing in such form as may be prescribed by the Act, and all the provisions of Sections 56 of the Act, and of Statutory modification error for the time being in force shall be duly complied with in respect of all transfers of shares and the registration thereof.

Restriction on Transfer 43. (1) Subject to the provisions of Section 58 of the Act, the Board may, without assigning any reason for such refusal, refuse to register any transfer of or the transmission by operation of law of the right to a share other than fully paid up. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on shares.  
(2) No Shareholder shall Transfer any Equity Securities of the Company to any Person who lacks the legal right, power or capacity to own Equity Securities.

Transfer to minor etc. 44. No transfer shall be made to a partnership firm, minor or a person of unsound mind. However, fully paid up shares may be transferred in the name of a minor through his guardian.

Transfer be left at Office and when to be retained 45. Every instrument of transfer shall be left at the Office for registration, accompanied by the certificate of the share to be transferred or, if no such certificate is in existence, by the letter of allotment of the share and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the share, and the transferee shall (subject to the Board's right to decline to register herein before mentioned) be registered as a member in respect of such share. Every instrument of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same.

Notice of refusal to register transfer	46.	If the Board refuses, whether in pursuance of Article 43 or otherwise to register the transfer of, or the transmission by operation of law of the right to, any share, the Company shall give notice of the refusal in accordance with the provision of Section 58 of the Act.
Fee on registration of transfer	47.	No fee shall be charged by the Company for registration of transfer.
Suspension of registration of transfer	48.	Subject to the provisions of Section 91 of the Act, the registration of transfer may be suspended at such time 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.
Application of Section 56	49.	The Company shall comply with the provisions of Section 56 wherever applicable in respect of the transfer of shares.
Transmission of registered shares	50.	The executor or administrator of a deceased member (not being one of the several joint-holders) shall be the only person recognised in the name of such member, and in case of the death of anyone or more of the joint holders of any registered share, the survivor shall be the only person recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on the share held by him jointly with any other person. Before recognising any executor or administrator the Board may require him to obtain a Grant of Probate or Letters of Administration or other legal representation, as the case may be, from a Court in India competent to grant it. Provided, nevertheless, that in any case where the Board in its absolute discretion thinks fit it shall be lawful for the Board to dispense with the production of Probate or letters of Administration or such other legal representation upon such terms as to indemnity or otherwise as the Board, in its absolute discretion, may think fit.
As to transfer of shares in the name of insane, minor, deceased, bankrupt members	51.	Any Committee or curator points of a lunatic or guardian of a minor member or any person becoming entitled to a share in consequence of insolvency of any member upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Board thinks sufficient, may, with the consent of the Board (which the Board shall not be bound to give) be registered as a member in respect of such share, or may subject to the regulation as to transfer, herein contained, transfer such shares.
Notice under the Transmission Article	52.	(1) If the person so becoming entitled under the Transmission Article 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.
Election under the Transmission Article		(2) If the person aforesaid shall elect to transfer a share, he shall testify his election by executing an instrument of transfer of the share.
Provisions of Articles relating to Transfer of Shares to apply		(3) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of instrument of transfer of a share shall be applicable, to any such notice or transfer as aforesaid as if the death, lunacy, bankruptcy or insolvency of the member had not occurred and the notice of transfer were signed by that member.
Rights of persons entitled to shares under the Transmission Article	53.	A person so becoming entitled under the Transmission Article to shares by reason of the death, lunacy, bankruptcy or insolvency of the holder shall, subject to the provisions of Article 91 and of Section 123 of the Act, be entitled to the same dividends and other advantages as he would be entitled to if he was the registered holder of the shares. 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 shares, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

- Nomination
54. Notwithstanding anything contained in Articles 50, 52 and 53 of these Articles, the following provisions shall be applicable in case nomination facility as provided under Section 72 of the Act is availed of: -
- (1) Every holder of shares in, or debentures of, the Company may, at any time, nominate in the manner prescribed under the Act, a person to whom his shares in, or debentures of, the Company shall vest in the event of death of such holder.
  - (2) Where the shares in, or debentures of, the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or debentures of the Company shall vest in the event of death of all the joint holders.
  - (3) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares in, or debentures of, the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in, or debentures of, the Company, the nominee shall, on the death of the Shareholder or holder of debentures of, the Company or, as the case may be, on the death of the joint holders, become entitled to all the rights in the shares in or debentures of the Company or, as the case may be, all the joint holders, in relation to such shares in, or debentures of, the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.
  - (4) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures to make the nomination to appoint, in the manner prescribed under the provisions of the Act, any person(s) to become entitled to shares in, or debentures of, the Company, in the event of his death, during the minority.
  - (5) The provisions of the Article shall apply mutatis mutandis to a depositor of money with the Company as per the provisions of Section 73 of the Act.
- Rights of Nominee upon Death of holder
55. (1) Any person who becomes a nominee by virtue of Article 54 (1) upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either
- (a) to be registered himself as holder of the shares or debentures, as the case may be; or
  - (b) to make such transfer of the shares or debentures, as the case may be, as the deceased Shareholder or debenture holder, as the case may be, could have made.
- (2) If the nominee elects himself to be registered as holder of the shares or debentures, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased Shareholder or holder of debenture, as the case may be.
  - (3) Subject to provisions of the Act and these Articles, the relevant shares or debentures may be registered in the name of the nominee or the transferee and all the limitations, restrictions and provisions of the Act and these Articles relating to transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death of the holder of the shares or debentures had not occurred and the notice or transfer were a transfer signed by that Shareholder or holder of debenture, as the case may be.

- (4) A nominee on becoming entitled to any shares or debentures by reason of the death of the holder shall be entitled to the same dividends and other advantages to which he would have been entitled if he was the registered holder of the shares or debentures except that he shall not, before being registered as a member in respect of such shares or debentures, be entitled in respect of them to exercise any right conferred on a member or debenture holder in relation to meetings of the Company.
- (5) The Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses, interest or other monies payable in respect of the relevant shares or debentures, until the requirements of the notice have been complied with.
- (6) The provisions of this Article shall apply mutatis mutandis to a depositor of money with the Company as per the provisions of Section 73 of the Act.

### **ALTERATION OF CAPITAL**

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| Power to increase capital                          | 56. | Subject to the provisions of the Articles, the Company may, from time to time, by ordinary resolution alter conditions of its Memorandum of Association to increase its capital by the creation of new shares of such amount and class as may be specified in the resolution. The creation of any new Security shall be subject to the provisions of the Articles.   |
| On what conditions new shares may be issued        | 57. | Subject to any special rights for the time being attached to any share in the capital of the Company then issued and to the provisions of Section 62 of the Act, the new shares may be issued upon such terms and conditions, and with such rights attached thereto as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Board shall determine, and in particular such shares may be issued with a preferential right to dividends and in the distribution of assets of the Company. |
| Keeping in abeyance Rights shares pending transfer | 58. | Notwithstanding anything contained in Article 57 or the Act, the offer of Rights Shares under Section 62 of the Act on shares in respect of which instrument of transfer of shares has been delivered to the Company for registration and the transfer of shares has not been registered by the Company, shall be kept in abeyance pending transfer.   |
| Provision relating to the issue of shares          | 59. | Before the issue of any new shares, the Company in General Meeting may, subject to the provisions of the Act and these Articles, make provisions as to the allotment and issue of shares and in particular may determine to whom the same shall be offered in the first instance and whether at par or at a premium or at a discount.  |
| Ranking of New shares with existing Shares         | 60. | Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the then existing capital of the Company and shall be subject to the provisions herein contained with reference to the payment of dividends, calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise.  |
| Inequality in number of new shares                 | 61. | If, owing to any inequality in the number of new shares to be issued, and the number of shares held by members entitled to have the offer of such new shares, any difficulty shall arise in the apportionment of such new shares, or any of them amongst the members, such difficulty shall, in the absence of any direction in the resolution creating the shares or by the Company in General Meeting, be determined by the Board.   |

Reduction of Capital, etc.	62.	Subject to the provisions of the Articles, the Company may, from time to time, by special resolution, reduce its Capital and Capital Redemption Reserve Account or Share Premium Account in any manner and with and subject to any incident authorised and consent required by law.
Alteration of Capital	63.	Subject to the provisions of Section 61 and the provisions of the Articles, the Company may, from time to time, by ordinary resolution: <ol style="list-style-type: none"> <li>(1) Consolidate and divide all or any of its shares into shares of larger amount than its existing shares;</li> <li>(2) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and</li> <li>(3) Cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares so cancelled.</li> </ol>
Surrender of shares	64.	Subject to the provisions of the Act, the Board may accept from any member the surrender on such terms and conditions, as shall be agreed, of all or any of his shares.
Conversion of shares into stock	65.	The Company may, from time to time, by ordinary resolution: <ol style="list-style-type: none"> <li>(1) convert any fully paid up shares into stock, and</li> <li>(2) reconvert any stock into fully paid up shares of any denomination.</li> </ol>
Transfer of Stock	66.	The holders of stock may transfer the same or any part thereof in the same manner and also subject to the same regulations under which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, and the Board may, from time to time, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which stock arose.
Rights of Stock-holders	67.	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 the meetings of the Company, and other matters as they hold the shares from which the stock arose; but no such privileges or advantages (except participation in the dividends and profits of the Company and in the assets on a winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
"Stock" and "Stockholder"	68.	Such of the Articles of the Company (other than relating to share warrants) as are applicable to paid-up shares shall apply to stock and the words "Share" and "Shareholder" therein shall include "Stock" and "Stockholder" respectively.
<b>SHARE WARRANTS</b>		
Power to issue warrants	69.	Subject to the provisions of Sections 42 and 62 of the Act, the Articles and subject to any directions which may be given by the Company in General Meeting, the Directors may issue share warrants in such manner and on such terms and conditions as the Board thinks fit.
<b>MODIFICATION OF RIGHTS</b>		
Power to modify rights	70.	The rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of Section 48 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. In every such separate meeting



the provisions of these Articles relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least, holding or representing by proxy one-third of the issued shares of that class.

### **BORROWING POWERS**

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| Power to borrow   | 71. | The Board may from time to time, at its discretion, subject to the provisions of Sections 73, 179, 180 and 186 of the Act and the Articles, raise or borrow, either from the Directors or Central Government or State Governments, Banks or any other party or parties and secure the payment of any sum or sums of money borrowed for the purposes of the Company or a Subsidiary of the Company. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of bonds, debentures or debenture- stock or any mortgage or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being, and Directors or any of them may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon, and shall subject to the provisions of Section 197 of the Act, be entitled to receive such payment as consideration for giving guarantee as may be determined by the Directors with power to them to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or charge on the undertaking of the Company or upon any of its property or assets or otherwise. |
| Issue of debentures etc. at discounts etc. or with special privileges | 72. | Subject to the provisions of Section 53 and 71 of the Act any debentures or debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special rights, as to redemption, surrender, drawing, allotment of shares, appointment of Directors and otherwise. Debentures, debenture-stock, bonds and other securities may be made assignable free from any equities between the Company and the person, to whom the same may be issued.<br><br>Provided that debentures with the right to allotment of or conversion into shares shall not be issued except in conformity with the provisions of Section 62 of the Act.   |
| Transfer of debentures  | 73. | The debentures issued by the Company shall be freely transferable. Save as provided in Section 71 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company together with the certificate or certificates of the debentures. Subject to the provisions of Section 71 of the Act, the Board may, without assigning any reason for such refusal, refuse to register any transfer of or the transmission by operation of law of the right to a debenture other than fully paid up.  |
| Forfeiture, Lien on Bond, Debentures, etc.                            | 74. | The provisions contained in these Articles as to forfeiture and lien of shares shall apply mutatis mutandis to the Bonds, Debentures, etc.   |

### **GENERAL MEETING**

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| When Annual General Meeting to be held | 75. | In addition to any other meetings, Annual General Meetings of the Company shall be held within such intervals as are specified in Section 96 read with Section 129 of the Act and subject to the provisions of Section 96(2) of the Act, at such times and places as may be determined by the Board. All other meetings of the Company, shall be called Extraordinary General meetings, and shall be convened under the provisions of the next following Article. |
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When Extra-ordinary Meeting to be called	76.	The Directors may, whenever they think fit, call an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be held on such requisition or in default may be called by such requisitionists, as provided by Section 100 of the Act. If at any time there are not within India sufficient Directors capable of acting to form a quorum by Directors, any two members of the Company may call an Extraordinary General Meeting in the same manner, as nearly as possible as that in which meeting may be called by the Directors.
Circulation of member's resolution	77.	The Company shall comply with the provisions of Section 111 of the Act as to giving notice of resolutions and circulating statements on the requisition of members.
Notice of Meeting	78.	Subject of the provisions of Sections 101 and 105(2) of the Act, notice of every meeting of the Company shall be given to such persons and in such manner as provided by Section 101 of the Act. Where any business consists of "special business" as hereinafter defined in Article 80, there shall be annexed to the notice a statement complying with Sections 102(2) and (3) of the Act.
Accidental Omission to give notice	79.	The accidental omission to give any such notice to or the non-receipt thereof by any member or other persons to whom it should be given, shall not invalidate the proceedings of the meeting.

#### **PROCEEDINGS AT GENERAL MEETING**

Business of Meetings	80.	The ordinary business of an Annual General Meeting shall be as provided under Section 102(2) of the Act. All other business transacted at the Annual General Meeting and all business at any other General Meeting shall be deemed "special business".
Quorum be present when business commenced	81.	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. Save as herein otherwise provided thirty members present in person shall be quorum.
When quorum not present, meeting to be dissolved and when to be adjourned.	82.	If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned in accordance with the provisions of sub- sections (2) and (3) of Section 103 of the Act.
Resolution to be passed by the Company in General Meeting	83.	Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting be sufficiently so done or passed if effected by an Ordinary Resolution as defined in Section 114 (1) of the Act, unless either the Act or these Articles specifically require such act to be done or resolution passed as a Special Resolution as defined in Section 114 (2) of the Act.
Chairman of General Meeting	84.	The Chairman of the Board shall be entitled to take the chair at every General Meeting. If there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act, or if no director has been so designated, the members present shall choose another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair, then the members present shall, on a show of hands or on a poll if properly demanded, elect one of their number, being a member entitled to vote, to be Chairman of the meeting.

How questions to be decided at meetings / casting vote	85.	Every question submitted to a meeting shall be decided, in the first instance by a show of hands, and in the case of an equality of votes both on a show of hands and on a poll, the chairman of the meeting shall have a casting vote in addition to the vote to which he may be entitled as a member. A member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.
What is to be evidence of the passing of a resolution where poll not demanded	86.	<p>At any General Meeting, a resolution put to vote shall be decided on show of hands, unless before or on the declaration of the result of the show of hands, a poll is ordered to be taken by the Chairman of the meeting of his own motion or unless a poll is demanded by a member or members present in person or by proxy and holding shares in the Company:</p> <ol style="list-style-type: none"> <li data-bbox="464 546 1511 611">(1) which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution; or</li> <li data-bbox="464 633 1511 667">(2) on which an aggregate sum of not less than Rs.5,00,000 has been paid up.</li> </ol> <p>The demand for poll may be withdrawn at any time by the person or persons who made the demand. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Minutes Book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.</p>
Poll	87.	<ol style="list-style-type: none"> <li data-bbox="464 958 1511 1249">(1) If a poll be demanded as aforesaid, it shall be taken forthwith on a question of adjournment or election of a Chairman of the meeting and in any other case in such manner and at such time not being later than forty eight hours from the time when the demand was made, and at such place as the Chairman of the meeting directs and subject to as aforesaid, either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was demanded.</li> <li data-bbox="464 1272 1511 1337">(2) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.</li> <li data-bbox="464 1359 1511 1536">(3) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers, one at least of whom shall be a member (not being an officer or employee of the Company) present at the meeting provided such a member is available and willing to be appointed, to scrutinise the votes given on the poll and to report to him thereon.</li> <li data-bbox="464 1559 1511 1668">(4) On a poll, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be need not, if he votes, use all of his votes or cast in the same way all the votes he uses.</li> <li data-bbox="464 1691 1511 1787">(5) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.</li> </ol>
Power to adjourn General Meeting	88.	<ol style="list-style-type: none"> <li data-bbox="464 1809 1511 1955">(1) The Chairman of a General Meeting may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</li> <li data-bbox="464 1977 1511 2078">(2) When a meeting is adjourned it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting, if it is adjourned for less than 30 days.</li> </ol>

Votes on show of hand and on poll	<p>89. Subject to the provisions of the Act and particularly of Sections 47, 92 (2) and 56 thereof and of these Articles:</p> <p>(1) upon a show of hands of every member holding equity shares and entitled to vote and present in person (including an attorney or a representative of a body corporate) shall have one vote;</p> <p>(2) upon poll the voting right of every member holding equity shares and entitled to vote and present in person (including a corporation or company present as aforesaid) or by attorney or by proxy shall be in the same proportion as the capital paid on the equity share or shares (whether fully paid or partly paid) held by him bears to the total paid up equity capital of the Company;</p> <p>(3) upon a show of hands or upon a poll, the voting right of every member holding preference shares shall be subject to the provisions, limitations and restrictions laid down in Section 47 of the Act.</p>
Procedure where a corporation is member of the Company	<p>90. Where a Company, a body corporate, a trust (acting through its trustee) or a fund (acting through its manager) (hereinafter called "member Corporation") is a member of the Company, a person, duly appointed by a resolution in accordance with the provisions of Section 113 of the Act to represent such member company at a meeting of the Company shall not, by reason of such appointment, be deemed to be a proxy, and lodging with the Company at the office or production at the meeting of a copy of such resolution duly signed by one Director of such member Corporation or an authorised signatory and certified by him as being a true copy of the resolution shall, on production at the meeting, be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy and by postal ballot on behalf of the member company which he represents, as that member company could exercise if it were an individual Member.</p>
Votes in respect of deceased, insane and insolvent member	<p>91. Any Person entitled under Article to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he were the member registered in respect of such shares, provided that at least 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 satisfy the Board of his right to transfer such shares, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiot or non-composmentis, he may vote whether on a show of hands or a poll by his committee; curator or other legal curator and such last mentioned persons may give their votes by proxy.</p>
Members registered jointly	<p>92. Where there are members registered jointly in respect of any share, anyone of such persons may vote at any meeting either personally or by proxy in respect of such share as if he was solely entitled thereto, and if more than one of such members be present at any meeting either personally or by proxy then one of the said members so present whose name stands first on the Register in respect of such share alone shall be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share is registered shall for the purpose of this Article, be deemed to be members registered jointly in respect thereof.</p>
Vote on poll	<p>93. On a poll, votes may be given either personally or by proxy or in the case of a body corporate, by a representative duly authorised as aforesaid.</p>
Instrument appointing proxy to be in writing	<p>94. The instrument appointing a proxy shall be in writing under the hand of the appointer or his Attorney duly authorised in writing or if such appointer is a body corporate be under its common seal or the hand of its officer or Attorney duly authorised. A proxy who is appointed for a specified meeting only shall be called a Special proxy any other proxy shall be called a General proxy.</p>

Proxies may be general or special	95.	A person may be appointed as a proxy even though he is not a member of the Company and every notice convening a meeting of the Company shall state that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and that the proxy need not be a member of the Company.
Instrument appointing a proxy to be deposited at the Office	96.	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 Office not less than 48 (forty eight) hours before the time for holding the meeting at which the person named, in default the instrument of proxy shall not be treated as valid.
When vote by proxy valid although authority revoked	97.	A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the prior death or insanity of the principal, or revocation of the instrument, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer of the share shall have been received by the Company at the office before the vote is given. Provided nevertheless that the Chairman of the meeting shall be entitled to require such evidence as he may in his discretion think fit, of the due execution of instrument of proxy and that the same has not been revoked.
Form of instrument appointing proxy	98.	An instrument appointing proxy, whether for a specific meeting or otherwise, shall be in either of the forms as prescribed in the rules made under Section 105 of the Act, or a form as near thereto as circumstance permit.
Restriction on voting	99.	No member shall be entitled to exercise any voting right either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
Admission or rejection of votes	100.	<p>(1) An objection as to the admission or rejection of any vote either, on a show of hands or on a poll, made in due time shall be referred to the Chairman of the meeting who shall forthwith determine the same and such determination made in good faith shall be final and conclusive.</p> <p>(2) 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 disallowed at such meeting shall be valid for all purposes.</p>
Passing of Resolution by Postal ballot	101.	Notwithstanding anything contained in the Articles, the Company may pass resolutions by means of postal ballot and/or other ways as may be prescribed under Section 110 and/or other applicable provisions, if any, of the Act and any future amendments or re-enactments, in respect of any business that can be transacted by the Company in a General Meeting, instead of transacting the business therein. Further, in the case of resolutions relating to such business as the Central Government may prescribe, to be conducted only by postal ballot and/or other ways as may be prescribed, the Company shall get such resolutions passed only by postal ballot and/or other ways as may be prescribed, instead of transacting the business in a General Meeting of the Company.

## DIRECTORS

Number of Directors*	102.	Subject to Section 149 of the Act, the number of the Directors of the Company shall not be less than 3 (three) and not more than 16 (sixteen) inclusive of all kinds of Directors on the Board or such other number as may be approved by a special resolution at a General Meeting.
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\* The maximum number of directors on board was increased vide special resolution passed by Shareholders on May 03, 2001 and approved by the Central Government vide its letter dated June 27, 2001.

Increase or decrease number of Directors	103.	The Company in a General Meeting may, from time to time, increase or reduce the number of Directors within the limits fixed by Article 102.
First Directors	104.	The persons hereinafter named shall become and be the first Directors of the Company:- 1. SARDARI LAL JAIN 2. SOSHIL KUMAR JAIN
Share qualification of Director	105.	A Director of the Company shall not be required to hold any shares as qualification shares.
Director's remuneration	106.	The Director shall receive and the Company shall pay remuneration not exceeding such sum as may be prescribed by the Act or the Central Government in that behalf towards fee for attending meetings of the Board or its Committees as may be determined by the Board from time to time.
Remuneration for extra services	107.	If a Director, being willing, shall be called upon to perform extra services or to make any special exertions in going or residing away from his usual place of residence for any of the purposes of the Company or in giving special attention to the business of the Company or as a member of a Committee to the Board then, subject to the provisions of Sections 188 and 197 of the Act, the Board may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.
Vacation of office of Directors	108.	The office of the Director shall ipso-facto become vacant, if at any time he commits any of the acts or sustains any of the incapacities set out in Section 167 of the Act.
Resignation of Director	109.	A Director may at any time resign his office by notice in writing served on the Company.
Office of Profit	110.	No person referred to in Section 188 of the Act shall hold an office or place of profit save as permitted by that Section 188.
Appointment of Director as director of company in which Company is interested	111.	A director of this Company may be or become a director of any other company promoted by this Company or in which it may be interested as a vendor, shareholder or otherwise and no such director shall be accountable for any benefit received as a director or member of such company.
Conditions under which Directors may contract with company	112.	Subject to the provisions of Sections 184 and Section 188 of the Act, neither shall a Director be disqualified from contracting with the Company either as vendor, purchaser or otherwise for goods, materials or services, or for underwriting the subscription of any shares in or debentures of the Company nor shall any such contract or arrangement entered into by or on behalf of the Company with a relative of such Director or a firm in which such Director or relative is a partner or with any other partner in such firm or with a private company of which such Director is a member or Director, be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding office or of the fiduciary relation thereby established.
Disclosure of a Director's interest	113.	Every Director shall comply with the provisions of Section 184 of the Act regarding disclosure of his concern or interest in any contract or arrangement entered into or to be entered into by the Company.
Discussion and voting by Director interested	114.	Save as permitted by Section 184 of the Act or any other applicable provision of the Act, no Director shall, as a Director, take any part in the discussion of, or vote on contract or arrangement in which he is in any way, whether directly or indirectly, concerned or interested nor shall his presence count for the purpose of forming a quorum at the time of such discussion or vote.

## APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

- Additional Directors 115. Subject to the provisions of Section 149 and 161 of the Act, the Board shall have power, at any time and from time to time, to appoint any person as an additional director on the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by these Articles. Any Director so appointed shall hold office only upto the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier, and shall then be eligible for re-appointment by shareholders at such General Meeting.
- Alternate Directors 116. The Directors may appoint any person to act as a Director during the latter's absence for a period of not less than three months from India and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat accordingly; but he shall ipso-facto vacate office if and when the absentee Director returns to India or the absentee Director vacates office as a Director.
- Board may fill up casual Vacancies 117. If any Director appointed by the Company in General Meeting vacates Office as a Director before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board which shall be subsequently approved by members in the immediate next General Meeting, but any person so appointed shall remain in his office so long as the vacating director would have retained the same if no vacancy had occurred, provided that the Board may not fill such a vacancy by appointing thereto any person who has been removed from the Office of Director in accordance with the provisions of Section 169 of the Act.
- Appointment of non-rotational directors 118. Subject to the provisions of the Act and these Articles, the Board of Directors may appoint upto one-third of its total strength as non-rotational directors.
- Rotation and retirement 119. At each Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three then the number nearest to one- third shall retire from office.
- Which Directors retires 120. Subject to the provisions of the Act and these Articles, the Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day those to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
- Vacancies to be filled in at the General Meeting 121. No person not being a retiring Director shall be eligible for appointment to the Office of Director at any General Meeting unless he or some member intending to propose him has, not less than fourteen days before the Meeting, left at the Office a notice in writing under his hand signifying his candidature for the Office of Director or the intention of such member to propose him as a candidate for that Office as the case may be, along with a deposit of Rs. 1,00,000/- which shall be refunded to such person as the case may be, to such member if the person succeeds in getting elected as a Director or gets more than twenty five percent of total valid votes cast either on show of hands or on poll on such resolution and unless he has by himself or by his agent authorised in writing, signed and filed with the Registrar of Companies a consent in writing to act as such Director. Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under Section 178(1) of the Act.

Appointment of Managing or Whole-time Director	122.	<p>(1) Subject to the provisions of Sections 188, 196, 197 and 203 of the Act, the Board of Directors may, from time to time, appoint one or more of the Directors as managing or whole-time directors on such remuneration and on such other terms and conditions as the Board may deem fit and remove or dismiss him and appoint another in his place.</p> <p>(2) Where the Company enters into any contract for the appointment of a managing or whole-time director or varies any such contract or where the Board passes any resolution appointing such a Director or varies any previous contract or resolution of the Company relating to such appointment, the Company shall send an abstract of the terms of the contract or variation thereof and a memorandum to every member of the Company as required by Section 190 of the Act and shall otherwise comply with the provision of the said section.</p>
Vacation of office by Managing Directors	123.	<p>(1) Subject to the provisions of Section 152 of the Act, a Managing Director shall not, while he continues to hold that office be subject to retirement by rotation, but he shall be reckoned as a Director for the purpose of determining the retirement of Directors by rotation or in fixing number of Directors but he shall be subject to the same provisions as to resignation and removal as the other Directors and he shall, ipso-facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.</p> <p>(2) If at any time the total number of Managing Directors is more than one-third of the total number of Directors, the Managing Directors who shall not retire shall be determined by and in accordance with their respective seniorities. For the purpose of this Article the seniorities of the Managing Directors shall be determined by the date of their respective appointments as Managing Directors by the Board.</p>
Remuneration of Managing or Whole-time Director	124.	<p>Subject to the provisions of Section 196, Section 197 and Section 200 of the Act, a Managing or whole-time Director may be paid remuneration by way of a monthly payment, from time to time, be determined by a resolution passed by the Company in the General Meeting.</p>
Powers of Managing or Whole-time Director	125.	<p>Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in Section 179 thereof, the Board may, from time to time, entrust to and confer upon a Managing Director or whole-time Director for the time being, such of the powers exercisable under these presents by the Board as it may think fit, and may confer such power for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as it thinks fit, and the Board may, from time to time, revoke, withdraw, alter or vary any such powers.</p>

#### **PROCEEDINGS OF DIRECTORS**

Meetings of Directors	126.	<p>(1) The Board shall meet together at least once in every three calendar months for disposal of business, adjourn and otherwise regulate its meetings and proceedings, as it may think fit.</p> <p>(2) Notice of every meeting of the Board shall be given to the Director in accordance with the provisions of Section 173 of the Act.</p>
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Board may act notwithstanding any vacancy	127.	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.
Quorum	128.	The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of Section 174 of the Act. If the quorum is not present within fifteen minutes from the time appointed for holding a meeting of the Board the meeting shall be adjourned until such date and time as the Chairman of the Board shall by notice appoint.
Director may summon meeting	129.	A Director may, and the Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.
Chairman	130.	The Board may appoint a Chairman of its meetings and determine the period for which he is to hold office. All meetings of the directors shall be presided over by the Chairman present but if at any meeting of the Directors the Chairman be not present at the time appointed for holding the same, then in that case, the Managing Director, if present shall be the Chairman of such meeting and if the Managing Director be also not present, then in that case, the Directors shall choose one of the Directors present to preside at the meeting.
Power of Quorum	131.	A meeting of the Board, at which a quorum be present, shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles or the Act for the time being vested in or exercisable by the Board.
How questions to be decided / casting vote	132.	Subject to the provisions of Sections 186(5) and 203 of the Act, questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
Power to appoint committees and to delegate	133.	The Board may, subject to the provisions of the Act, from time to time and at any time, delegate any of its powers to a committee consisting of such Director or Directors as it thinks fit, and may, from time to time, revoke such delegation. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may, from time to time, be imposed upon it by the Board.
Proceedings of Committee	134.	The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations made by the Board under the last preceding Article.
When acts of Director or committee valid notwithstanding defective appointment etc.	135.	All acts done by any meeting of the Directors, or by a Committee of Directors, or any person acting as a Director, shall notwithstanding that it may afterwards be discovered that there was some defect in the appointment of anyone or more of such Directors any person acting as aforesaid or that they or any of them were disqualified or had vacated office by virtue of any provision contained in the Act or in these Articles be as valid as if every such Director or person had been duly appointed and was qualified to be a Director and had not vacated such office provided that nothing in this Article shall be deemed to give validity to acts done by a Director after the appointment of such Director has been shown to be invalid or to have been terminated.

- Resolution by circulation 136. Save in those cases where a resolution is required by Sections 161, 179, 186(5), 188 and 203 of the Act or any other provisions of the Act to be passed at a meeting of the Board, a resolution shall be valid and effectual as if it had been passed at a meeting of the Board or Committee of the Board, as the case may be, duly called and constituted if it is passed by circulation in the manner as provided in Section 175 of the Act.

### **MINUTES**

- Minutes to be made 137. (1) The Board shall, in accordance with the provisions of Section 118 of the Act, cause minutes to be kept of proceedings of every General Meeting of the Company and of every meeting of the Board or of every Committee of the Board.
- (2) Any such minutes of proceedings of any meeting of the Board or of any Committee of the Board or of the Company in General Meeting, if kept in accordance with the provisions of Section 118 of the Act, shall be evidence of the matters stated in such minutes.

### **POWERS OF THE BOARD**

- General Powers of Company vested in the Board 138. (1) Subject to the provisions of the Act, the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorised to exercise and do; provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other statute or by the Memorandum of the Company or by these Articles or otherwise, to be exercised or done by the Company in General Meeting. Provided further that in exercising any such power or doing any such act or thing, the Board shall subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulations had not been made.

- Power to delegate (2) Without prejudice to the general powers conferred by the preceding sub-article (1), the Directors may, from time to time and at any time subject to the restrictions contained in the Act, delegate to secretaries, officers, assistants and other employees or other persons any of the powers, authorities and discretions for the time being vested in the Board and the Board may, at any time, remove any person so appointed and may annul or vary such delegation.

- To appoint officers / employees as Designated Directors not forming part of the Board 139. The Board may from time to time appoint/ designate, at its discretion, one or more officers / employees of the Company, subject to the provisions of the Act, if any, and these Articles, as Associate Director, Assistant Director or such other similar title, as the Board may from time to time thinks fit. However, such officers shall not be member of the Board and shall not hold themselves out in the public as Director of the Company.

The aforesaid employment shall be subject to the provisions of the contract that the Company may enter into with the said employee(s) / officer(s). The contract may provide for terms and tenure of appointment, remuneration of the employee / officer, management and transaction or the affairs of the Company in such manner as may be provided therein and such other ancillary matters as may be decided by the Board.

Such officers/employees shall be entitled to such rights and privileges as may be delegated to them by the Board for the purpose or performance of their duties in such position.

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| Local Management Powers of attorney seal for use abroad and foreign registers  | 140. | The Board may, subject to the provisions of the Act, make such arrangements as it may think fit for the management of the Company's affairs abroad and for such purposes appoint local bodies, attorneys and agents and fix their remuneration and delegate to them such powers as the Board may deem requisite or expedient. The Company may also exercise the power of Section 88 of the Act with reference to the keeping of foreign registers.  |
| Directors etc. may hold office or place of profit                              | 141. | Any Director or the person referred to in Section 188 of the Act, may be appointed to or hold any office or place of profit under the Company or under subsidiary of the Company in accordance with and subject to the provisions of the said Section.  |
| Chief Executive Officer, Secretary or Chief Financial Officer                  | 142. | Subject to the provisions of the Act, the Board of Directors shall, from time to time, appoint a whole time Secretary, Chief Executive Officer or Chief Financial Officer, to perform such functions or duties, for such terms on such remuneration and other terms and conditions as the Board may think fit. Any Chief Executive Officer, Secretary or Chief Financial Officer so appointed may be removed by the Board. A Director may be appointed as the Chief Executive Officer, Secretary or Chief Financial Officer subject to the provisions of Section 188, 197 and 203 of the Act.   |
| Act of Director, Chief Executive Officer, Secretary or Chief Financial Officer | 143. | Any provisions of the Act or these Articles requiring or authorising a thing to be done by or to a Director and Chief Executive Officer, Chief Financial Officer or Secretary shall not be satisfied by its being done by the same person acting both as Director and as, or in place of the Chief Executive Officer, Chief Financial Officer or Secretary.   |
| Power to authenticate documents  | 144. | Save as otherwise provided in the Act, any Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any document affecting the constitution of the Company and any resolution passed by the Company or the Board and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts there from as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the office, the local manager or other officers of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid. |
| Certified copies of resolution of Directors                                    | 145. | A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be that such extract is a true and accurate record of a duly constituted meeting of the Board.  |

#### **THE SEAL**

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| Safe custody         | 146. | (1) The Board shall provide for the safe custody of the seal.   |
| Affixing of the Seal |      | (2) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of Managing Director or any two directors or at least one Director and the Company Secretary or any other person authorised by the Board for the purpose; and those Managing Director or two Directors or a Director and the Company Secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence. |

## RESERVES

- Reserves
147. Subject to the provisions of Section 123 of the Act, the Board of Directors may, from time to time, before recommending any dividend, set apart any such portion of the profits of the Company as it thinks fit as reserves to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalisation of dividends, for repairing, improving or maintaining any of the property of the Company and for such other purposes of the Company as the Board in its absolute discretion thinks conducive to the interests of the Company and may, subject to the provisions of Section 186 of the Act, invest the several sums so set aside upon such investments (other than shares of the Company) as it may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the Reserves into such special funds as it thinks fit, with full power to employ the Reserves or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets.
- Capitalisation of Reserves
148. Any General Meeting may, upon the recommendation of the Board, resolve that any monies, investments, or other assets forming part of the undivided profits of the Company and standing to the credit of the reserves, or any Capital Redemption Reserve Account, in the hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the Securities Premium Account be capitalised, and be set free for distribution amongst such of the Shareholders as would be entitled to receive the same if distributed by way of footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such Shareholders in paying up in full any unissued shares, which shall be distributed accordingly or towards payment of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by the Shareholders in full satisfaction of their interest in the said capitalised sum. Provided that any sum standing to the credit of Securities Premium Account or a Capital Redemption Reserve Account may, for the purpose 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.
- Distribution of Capital profits
149. The Company in General Meeting may, at any time and from time to time resolve that any surplus money in the hands of the Company representing capital profits arising from the receipt of money received or recovered in respect of or arising from the realisation of any capital assets of the Company, or any investment representing the same instead of being applied in the purchase of other capital and in the same as capital and in the same proportions in which they would have been entitled to receive the same if it had been entitled to receive the same if it had been distributed by way of dividend provided always that no such profit as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being.
- Board may settle any difficulty
150. For the purpose of giving effect to any resolution under the two last preceding Articles the Board may settle any difficulty which may arise in regard to, the distribution as it thinks expedient and in particular may issue fractional certificates and may fix the value for distribution of any specific assets and may determine the Cash Payment shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest such cash or capitalised fund as may seem expedient to the Board. Where required, a proper contract shall be filed in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend for capitalised fund and such appointment shall be effective.

## DIVIDENDS

How profits shall be divisible	151.	Subject to the rights of the members entitled to shares (if any) with preferential rights attached thereto, the profits of the Company which it shall from time to time, be determined to dividend in respect of any year or other period shall be applied in the payment of a dividend on the Equity Shares of the Company but so that partly paid-up shares shall only entitle the holder with respect thereof to such proportion of the distribution a fully paid-up shares as the amount paid thereon bears to the nominal amount of such shares. The newly issued shares, subject to being fully paid-up, shall rank for dividend pari-passu with the then existing shares, but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such share shall rank for dividend accordingly. Where capital is paid-up in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest rank for dividends or confer a right to participate in profits.
Declaration of dividend	152.	The Company in Annual General Meeting may declare a dividend to be paid to the members according to their rights and interest in the profit of the Company.
Restrictions on amount of dividend	153.	No larger dividend shall be declared than is recommended by the Board, but the Company in Annual General Meeting may declare a smaller dividend.
Interim dividend	154.	The Board may, from time to time, pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company.
Distribution of dividend	155.	All dividends shall be paid, or the warrants in respect thereof shall be posted, within thirty days from the date of the declaration by the Shareholders entitled to the payment of the dividend or within such other period as may be prescribed under the Act.
Debits may be deducted	156.	The Board may deduct from any dividend payable to any member all sums deducted of monies, if any, presently payable by him to the Company on account of calls or otherwise relating to the shares of the Company.
Dividend and call together	157.	Any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes, not exceeding the amount remaining unpaid on the share, but so that the call on such member also does not exceed the dividend payable to him and so that call be made payable at the same time as the dividend and in such case the dividend may, if so arranged between the Company and the members, be set off against the call.
Dividend in cash	158.	No dividend shall be payable except in cash; provided that nothing in the foregoing shall be deemed to prohibit the capitalisation of profits or reserve of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on the shares held by the members of the Company. Provided that dividend payable in cash shall be payable by cheque or warrant or in any electronic mode to the Shareholder entitled to the payment of dividend.
Effect of transfer	159.	Dividend on shares, in respect of which instrument of transfer of shares has been delivered to the Company for registration and the transfer of shares has not been registered by the Company, shall be transferred to a Special Account referred to in Section 124 of the Act, pending transfer unless the Company is authorised by the registered holder of such shares, in writing, to pay such dividend to the transferee specified in such instrument of transfer.
To whom dividend payable	160.	No dividend shall be paid in respect of any share except to the registered holder of such shares or to his order or to his bankers but nothing contained in this Article shall be deemed to require the bankers of a registered Shareholder to make a separate application to the Company for payment of the dividend. Nothing in this Article shall be deemed to affect in any manner the operation of Article 164.

Dividend to joint holders	161.	Anyone of several persons who are registered as joint-holders of any shares may give effectual receipts for all dividends, bonuses and other payments in respect of such shares.
Notice of dividend	162.	Notice of any dividend, whether interim or otherwise shall be given to the persons entitled to share therein in the manner hereinafter provided.
Payment by post	163.	Unless otherwise directed in accordance with Section 123 of the Act, any dividend, interest or other money payable in cash in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the members or in case of members who are registered jointly to the registered address of that one of such members who is first named in the Register in respect of the joint holding or to such person and such address as the member or members who are registered jointly, as the case may be, may direct, and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto by the forged endorsement on any cheque or warrant or fraudulent recovery thereof by any other means.
Unpaid or unclaimed dividend	164.	No unpaid or unclaimed dividend shall be forfeited unless the claim thereto becomes barred by law. The Company shall comply with the provisions of Section 124 and 125 of the Act and relevant Rules made thereunder in respect of unpaid or unclaimed dividend.

#### **BOOKS AND DOCUMENTS**

Where to be kept	165.	The Books of Account shall be kept at the Registered Office or at such other place in India as the Board may, from time to time, decide.
When accounts to be deemed finally settled	166.	Every Financial Statement of the Company when audited and adopted by the Company in Annual General Meeting shall be conclusive.
Registers, Books and documents to be maintained by the Company	167.	<p>(1) The Company shall maintain all Registers, Books and Documents as required by the Act or these Articles including the following namely:-</p> <ul style="list-style-type: none"> <li>(a) Register of Investments under Section 187 of the Act.</li> <li>(b) Register of Debentures and Charges under Section 85 of the Act.</li> <li>(c) Register of Members and Index of Members under Section 88 of the Act.</li> <li>(d) Register and Index of Debenture-holders under Section 88 of the Act.</li> <li>(e) Register of contracts with and of companies and firms in which Directors of the Company are interested under Section 189 of the Act, and shall enter therein the relevant particulars contained in Sections 184 and 188 of the Act.</li> <li>(f) Register of Directors, Managing Directors and Secretary under Section 170 of the Act.</li> <li>(g) Register of Share holdings and Debenture holdings of Directors under Section 170 of the Act.</li> <li>(h) Register of Investments in shares or debentures of other bodies corporate under Section 186 of the Act.</li> <li>(i) Books of Account under the provisions of Section 128 of the Act.</li> <li>(j) Copies of instruments creating any charges requiring registration under Section 85 of the Act.</li> <li>(k) Copies of Annual Returns under Section 92 of the Act together with the copies of the Certificates thereunder.</li> </ul>

- (l) Register of Renewed and Duplicate Certificates according to Rule (6) of the Companies (Share Capital and Debentures) Rules, 2014.
- (2) The said Registers, Books and Documents shall be maintained in conformity with the applicable provisions at the Act and shall be kept open for inspection for such persons as may be entitled thereto respectively, under the Act, on such days and during such business hours as may in that behalf be determined in accordance with the provisions of the Act, or these Articles and extracts shall be supplied to those persons, entitled thereto in accordance with the provisions, of the Act or these Articles.
- (3) The Company may keep a Foreign Register of Members in accordance with Sections 88 of the Act, subject to the provisions of Section 88 of the Act, the Directors may from time to time make such provisions as may think fit in respect of the keeping of Branch Registers of Members and/ or Debenture-holders.

### **ANNUAL RETURNS**

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| Annual Returns | 168. | The Company shall make the requisite Annual Returns in accordance with the provisions of Section 92 of the Act, and shall file with the Registrar a copy of the financial statements, including consolidated financial statement (if any), along with other documents in accordance with Section 137 of the Act. |
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### **AUDIT**

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| Audit   | 169. | (1) At least once in every year, the accounts of the Company shall be examined and the correctness of the Profit and Loss Account and Balance Sheet, ascertained by the Auditor or Auditors of the Company.   |
| First Auditors  |      | (2) The first Auditor or Auditors of the Company shall be appointed by the Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until conclusion of the First Annual General Meeting of the Company.  |
| Appointment of auditors                               |      | (3) The Company at the first Annual General Meeting shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every sixth Annual General Meeting.  |
| Audit of Accounts of Branch                           |      | (4) Where the Company has a Branch Office the provisions of Section 143 of the Act shall apply.   |
| Appointment of Auditors by special resolution         |      | (5) Where not less than twenty-five percent of the subscribed share capital of the Company is held whether singly or in any combination, by a Public Financial Institution or a Government or any State Government or any other person as referred to in Section 139 of the Act, the appointment at each Annual General Meeting of an Auditor or Auditors shall be made by a special resolution.      |
| Right of Auditor to attend the General Meeting        |      | (6) All notices and other communications relating to any General Meeting of the Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor of the Company and the Auditor shall also be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. |
| Auditors' Report to be read in Annual General Meeting |      | (7) The Auditor's Report shall be read before the Company in Annual General Meeting and shall be open to inspection by any member of the Company.   |

Provisions relating to appointment, remuneration, rights and duties of Auditors (8) The appointment, remuneration, rights and duties of Auditors of the Company shall be regulated by the provisions of Section 139 to 148 of the Act.

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

How notice to be served on members 170. (1) A notice or other document shall be given or sent by the Company to any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be prescribed.

Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.

Service by post (2) Where notice or other document is sent by post, such service shall be deemed to have been effected:-  
(a) in the case of notice of a meeting through post or courier at the expiration of forty-eight hours after the letter containing the same is posted,  
(b) in case of the notice of meeting through electronic mode, when it transmits the e-mail and the Company shall not be held responsible for a failure in transmission beyond its control,  
(c) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

Notice to members who have not supplied address 171. A notice or other document advertised in a newspaper circulating in the neighbourhood of the Office of the Company shall be deemed to be duly served on the date on which the advertisement appears, on every member of the Company who has no registered address in India or has not supplied to the Company an address within India for giving of the notices to him.

Notice to joint-holders 172. A notice or other documents may be served by the Company on the joint holder named first in the Register in respect of the share.

Notice to persons entitled by transmission 173. A notice or other documents may be served by the Company on the persons entitled to a share in consequence of:

- (1) Death of the member:
- (a) where securities are held singly, to the nominee of the single holder;
  - (b) where securities are held by more than one person jointly and any joint holder dies, to the surviving first joint holder;
  - (c) where securities are held by more than one person jointly and all the joint holders die, to the nominee appointed by all the joint holders;

In the absence of a nominee, the notice shall be sent to the legal representative of the deceased member.

- (2) Insolvency of the member, the notice shall be sent to the assignee of the insolvent member. In case the member is a company or body corporate which is being wound up, notice shall be sent to the liquidator.

How to advertise 174. Any notice required to be served by the Company, may be given by advertisement once in one or more newspapers circulating in the neighbourhood of the Office.



Transferee etc. bound by prior notice	175.	Every person who by operation of law or transfer or other mean whatsoever shall become entitled to any share be bound by every notice in respect of such shares which previous to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.
Notice valid though member deceased	176.	Subject to the provisions of Articles 172 to 175, any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding such member be then deceased and whether or not the Company has notice of his death, be deemed to have been duly served in respect of any registered share, whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holders thereof and such service shall, for all purposes of these presents, be deemed sufficient service of such notice or document on his heirs, executors or administrators and all persons, if any, jointly interested with him in any such shares.
How notice to be signed	177.	The signature to any notice to be given by the Company may be written or printed.
Service of notices, process, orders etc. of winding up	178.	Subject to the provisions of Section 318 of the Act, in the event of winding-up of the Company, every member of the Company who is not for the time being in the town where the registered office of the Company is situated shall be bound within eight weeks after the passing of an effective resolution to wind up the Company, to serve notice in writing on the Company appointing some householder residing in the neighbourhood of the Office upon whom all summons, notices, process, orders and judgments in relation to or under the winding up of the Company, may be served and in default of such nomination, the Liquidator of the Company shall be at liberty, on behalf of such member, to appoint some such persons, and service upon any such appointee whether appointed by the member or the Liquidator shall be deemed to be good personal service on such member for all purposes and where the Liquidator makes any such appointment he shall with all convenient speed, give notice thereof to such member by advertisement in some daily newspapers circulating in the neighbourhood of the Office or by a registered letter sent by post and addressed to such member at his address as registered in the Register and such notice shall be deemed to be served on the day on which the advertisement appears or the letter should be delivered in the ordinary course of the post. The provisions of this Article shall not prejudice the right of the Liquidator of the Company to serve any notice or other document in any other manner prescribed by these Articles.
Inspection	179.	<p>(1) The Books of Accounts and other books and papers shall be open to inspection by any Director during business hours.</p> <p>(2) The Board shall, from time to time, determine whether and to what extent and at what times and place and under what conditions or regulations, the books of account and other books and documents of the Company, shall be open to the inspection of the member (not being Director) and no member (not being a Director) shall have any right of inspecting any books of account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.</p>
Inspection by Registrar	180.	The Books of account and other books and papers of the Company be open to inspection during business hours by the Registrar of Companies or by such officer of Government as may be authorised by the Central Government in this behalf without any previous notice to the Company or any officer thereof.

## **CAPITALISATION**

- Capitalisation
181. The Company in General Meeting may, upon the recommendation of the Board, resolve that any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Account or any monies, investments or other assets forming part of the undivided profits (including the profits or surplus monie arising from the realisation) and where permitted by law from the appreciation in value of any capital assets of the Company standing to the credit of the General Reserve any Reserve Funds or any other Funds of the Company or in the hands of the Company and available for dividend, be capitalised, by the issue and distribution as fully paid up shares of the Company which may have been issued and are credited as partly paid up with the whole or any part of the sum remaining unpaid thereon.
- Provided that any amount standing to the credit of the Share premium Account or the Capital Redemption Reserve Account shall be applied only in crediting the payments of shares of the Company to be issued to members (as herein provided) as fully paid bonus shares.
- Keeping in abeyance bonus shares pending transfer
182. (1) Notwithstanding anything contained in Article 181 or the Act, in respect of Equity Shares for which instrument of transfer of shares has been delivered to the Company for registration and the transfer of shares has not been registered by the Company-
- (a) Issue and distribution of fully paid up Bonus Shares, pursuant to provisions of Section 123 of the Act and Article 181, shall be kept in abeyance pending registration of transfer; or
- (b) Payment of any amount to the credit of unpaid share capital, pursuant to provisions of Section 123 of the Act and Article 178, shall be kept in abeyance pending registration of transfer.
- (2) Such issues and distribution under (1) (a) above and such payment to the credit of unpaid share capital under (1) (b) above shall be made to, among and in favour of the members or any class of them or any of them entitled thereto in accordance with their respective rights and interest and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under (1) (a) or payment under (1) (b) above shall be made on the footing that such members become entitled thereto as capital.
- (3) The Directors shall give effect to any such resolution and apply such portion of the profits, General or Reserve Fund or any other Fund or account as aforesaid as may be required for the purpose of making payment in full for the shares of the Company so distributed under (1) (a) above or (as the case may be) for the purpose of paying in whole or in part the amount remaining unpaid on the shares which may have been issued and are not fully paid under (1) (b) above provided that no such distribution or payment shall be made unless recommended by the Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capitalised sum.

- (4) For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that such cash payments be made to any members on the footing of the value so fixed and may vest any such cash or shares in trustees upon such trusts for the persons entitled thereto as may seem expedient to the Directors and generally may make such arrangements for the acceptance, allotment and sale of such shares and fractional certificates or otherwise as they may think fit.
- (5) Subject to the provisions of the Act and these Articles in cases where some of the shares of the Company are fully paid and others are partly paid only, such capitalisation may be effected by the distribution of further shares in respect of the fully paid shares and by crediting the partly paid shares with the whole or part of the unpaid liability thereof but so that as between the holders of the fully paid shares and the partly paid shares the sums so applied on the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied Pro-rata in proportion to the amount then already paid or credited as paid on the existing fully paid shares respectively.

### **ACCOUNTS**

- Books of Accounts etc. to be kept 183. (1) The Company shall keep at its Registered Office proper books of account with respect to:
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
  - (b) all sales and purchases of goods by the Company; and
  - (c) the assets and liabilities of the Company; and
  - (d) the items of cost as may be prescribed under Section 148 of the Act in the case of a company which belongs to any class of companies specified under that section;

and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

Provided that all or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decide, the Company shall, within seven days of the decision, file with the Registrar of Companies a notice in writing giving the full address, of that other place.

Provided further that the company may keep such books of account or other relevant papers in electronic mode in such manner as may be prescribed.

- (2) If the Company shall have a branch office, whether in or outside India, proper books of account relating to the transactions effected at that office shall be kept at that office and proper summarised returns made up-to-date at intervals of not more than three months, shall be sent by the Branch office of the Company to its Registered Office or other place in India, as the Board thinks fit, where the main books of the Company are kept.
- (3) All the aforesaid books shall give a true and fair view of the affairs of the Company or its branch office, as the case may be, with respect to the matters aforesaid and explain its transactions.

		(4)	The Books of Account and other books and papers shall be open to inspection by any Director during business hours.
Books of Accounts to be preserved	184.		The Books of Accounts of the Company relating to a period of not less than eight financial years immediately preceding the current year together with vouchers relevant to any entry in such books of account shall be preserved in good order.
Inspection by Members of books of the Company	185.		The Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions and regulations the books of the Company shall be open to the inspection of members and no member shall have any right of inspecting any books of the Company except as conferred by law.
Financial Statement to be furnished to General Meeting	186.		The Board of Directors shall lay before each Annual General Meeting, the Financial Statement for the Financial Year.
Financial Statement	187.	(1)	(a) Subject to the provisions of Section 129 of the Act, the Financial Statement shall give a true and fair view of state of affairs of the Company as at the end of the financial year, shall be in compliance with the accounting standards as notified under Section 133 and shall, subject to the provisions of the said Section, be in the form set of Schedule III of the Act, or as near thereto as circumstances permit or in such other form as may be approved by the Central Government either generally or in any particular case; and in preparing the Financial Statement due regard shall be had, as far as may be to the general instructions for the preparation of the Financial Statement under the heading "Notes" at the end of that part.
			(b) In addition to Financial Statement provided under Article 187 (1) (a), the Company shall prepare a consolidated Financial Statement of the Company and of all the subsidiaries and associate companies in the same form and manner as that of its own and in accordance with applicable accounting standards, which shall also be laid before the Annual General Meeting of the Company along with the laying of its financial statement under Article 187. Provided that the Company shall also attach along with its Financial Statement, a separate statement containing the salient features of the Financial Statement of its subsidiary or subsidiaries and associate company or companies in such form as may be prescribed under the Act. The Consolidated Financial Statement shall give a true and fair view of the matters covered thereunder for the Financial Year and shall subject as aforesaid, comply with the requirements of Schedule III of the Act so far as they are applicable thereto.
		(2)	So long as the Company is a holding Company having a subsidiary, Company shall conform to Section 129 and other applicable provisions of the Act.
		(3)	If in the opinion of the Board, any of the current assets of the Company have not a value on realisation in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.
Authentication of Financial Statement	188.		The financial statement, including consolidated financial statement, if any, shall be approved by the Board before they are signed on behalf of the Board at least by the Chairperson of the Company where he is authorised by the Board or by two Directors out of which one shall be Managing Director and the Chief Executive Officer, if he is a Director, the Chief Financial Officer and the Company Secretary of the Company, wherever they are appointed, for submission to the auditor for his report thereon.

- Auditors' Report to be attached to the Financial Statement 189. The Auditors' Report (including the Auditors separate / special or supplementary reports, if any) to the Financial Statement shall be attached thereto.
- Board's Report to be attached to Financial Statement 190. (1) There shall be attached to Financial Statement laid before a Company in general meeting, a report by the Board, which shall include-
- (a) the extract of the annual return as provided under sub-section (3) of Section 92 of the Act;
  - (b) number of meetings of the Board;
  - (c) Directors' Responsibility Statement;
  - (d) details in respect of frauds, if any, reported by the auditor under sub-section (12) of Section 143 of the Act;
  - (e) a statement on declaration given by independent directors under Sub-Section (6) of Section 149 of the Act;
  - (f) Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 of the Act;
  - (g) explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made
    - (i) by the auditor in his report; and
    - (ii) by the Company Secretary in practice in his secretarial audit report;
  - (h) particulars of loans, guarantees or investments under Section 186 of the Act;
    - (i) particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Act in the prescribed form;
  - (j) the state of the company's affairs;
  - (k) the amounts, if any, which it proposes to carry to any reserves;
  - (l) the amount, if any, which it recommends should be paid by way of dividend;
  - (m) material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report;
  - (n) the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed;
  - (o) a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company;
  - (p) the details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year;
  - (q) a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors;

(r) such other matters as may be prescribed under the Act.

- (2) The Board's report and any annexures thereto shall be signed by its chairperson of the company if he is authorised by the Board and where he is not so authorised, shall be signed by at least two directors, one of whom shall be a managing director.

Right of member to copies of Financial Statement 191. The Company shall comply with the requirements of Section 136 of the Act with respect to right of members to copies of Financial Statement.

Reconstruction 192. On any sale of the undertaking of the Company, the Board or the liquidator on winding up may, if authorised by a Special Resolution, accept fully paid or partly paid up shares, debentures or securities of any other Company incorporated in India, or to the extent permitted by law of a company incorporated outside India, either then existing or to be formed for the purchase in whole or in part of the property of the Company and the Board (if the profits of the Company permit) or the liquidator (in a winding-up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them and any special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property, otherwise than in accordance with the legal rights of the members or contributories of the Company, and for valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation there to, save only in case the Company is proposed to be in the course of being wound up, such statutory rights, if any, under Section 319 of the Act as are incapable of being varied or excluded by these Articles.

#### **GENERAL POWER**

General Power 193. 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 such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

Whenever there is an amendment in the Act, rules and regulations allowing what were not previously allowed under the statute, these Articles herein shall be deemed to have been amended to the extent that has been allowed under the provisions of the Act, due to an amendment after adoption of these Articles.

#### **SECRECY**

Secrecy 194. Every Director, Secretary, Trustees for the Company, members of a committee, auditor, manager, servant, officer, agent, accountant or other person employed in or about the business of the Company shall if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters, relating thereto which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions contained in these Articles or law..

No Shareholder to enter the premises of the Company without permission 195. No Shareholder or other person (not being a Director) shall be entitled to enter upon the properties of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or, subject to Article 179 to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatever which may relate to the conduct of the business of the Company and which in the opinion of the Board will be inexpedient in the interest of the Company to communicate.

#### **WINDING UP**

Winding up 196. Subject to the provisions of Chapter XX of the Act,

- (1) In the event the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (2) 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.
- (3) 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.

#### **INDEMNITY**

Indemnity 197. (1) Subject to the provisions of Section 197 of the Act, every Director, Secretary or officer of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Secretary, Officer, employee or Auditor in defending any proceedings, whether Civil or Criminal, in which judgement is given in his favour, or in which he is acquitted, or in connection with any application under Section 463 of the Act, in which relief is granted to him by the Court.

(2) In addition to Article 197 (1) and subject to Applicable Law, the Company shall indemnify the Directors against:

- (a) any act, omission or conduct (including, contravention of any Applicable Law) of or by the Company, the Board, its officials, employees or representatives, or the Shareholders, as a result of which, the Director is made party to, or otherwise incur any losses, liabilities, claims, damages, costs and expenses (inclusive of any legal fees and disbursement in relation thereto) including a loss pursuant to or in connection with, any actual or threatened action, suit, claim or proceeding arising out of or relating to any such act, omission or conduct;
- (b) any action or failure to act as may be required by the Director at the request of or with the consent of the Company; or
- (c) contravention of any Applicable Law and any action or proceedings taken against such Director in connection with any such contravention or alleged contravention.

Name, description, occupation and addresses of each subscriber	Signature of Subscribers	Name, address, description, occupation and signature of witness or witnesses
<p>1. Sardari Lal Jain S/o Charjushah Jain 18/56, East Park Area, Karol Bagh, New Delhi - 110 005 Business</p> <p>2. Soshil Kumar Jain S/o L. Sardari Lal Jain 18/56, East Park Area, Karol Bagh, New Delhi - 110 005 Business</p>	<p>Sd/-</p> <p>Sd/-</p>	<p>I hereby witness the signatures of all the subscribers</p> <p>Sd/ R.C. Jain Chartered Accountant M. No. 6127 S/o Sh. D. S. Jain C/o Rai &amp; Co. Chartered Accountants Flat No. 2, Bishamber Bhavan 54, Darya Ganj New Delhi - 110 002</p>

Place: New Delhi Dated 5th day of January, 1984