



# BANNARI AMMAN SPINNING MILLS LIMITED

Regd. Office : 252, Mettupalayam Road, Coimbatore - 641 043, Tamilnadu, INDIA

Telephone : 0422 - 2435555 E-mail : shares@bannarimills.com

Website : www.bannarimills.com CIN : L17111TZ1989PLC002476 GSTRN : 33AAACB8513A1ZE

BASML/SEC/690/NSE&BSE/2020-21

7.12.2020

The Manager  
Listing Department  
National Stock Exchange of India Limited  
"Exchange Plaza"  
Bandra-Kurla Complex  
Bandra (East)  
Mumbai 400 051

BSE Limited  
Floor 25  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

**Scrip Code: BASML**

**Scrip Code: 532674**

Dear Sir,

**Sub: Outcome of Annual General Meeting – reg.**

At the 30<sup>th</sup> Annual General Meeting of the Company held on 7<sup>th</sup> December, 2020, all the items of business contained in the Notice of 30<sup>th</sup> Annual General Meeting mentioned below were approved by the shareholders (copies of relevant resolutions enclosed):

- Approved the Audited Financial Statements of the Company both Standalone and Consolidated for the Financial Year ended 31<sup>st</sup> March, 2010 Reports of the Board of Directors' and Auditors' thereon;
- Appointment of Sri S V Arumugam, (DIN 00002458), who retired by rotation, as Director in the place vacated by him;
- Appointment of Smt S Sihamani (DIN 06945399) as an Independent Director for a further term of 5 consecutive years from 28.9.2020 to 27.9.2025;
- Ratification of remuneration payable to Sri M Nagarajan, Cost Auditor (Firm Registration No. 102133) for the year ending 31<sup>st</sup> March, 2021;
- Sub-division of face value of equity shares into smaller amount : sub-division of 1 (one) Equity Share of face value of Rs.10/- (ten) each fully paid up into Equity Shares of Rs.5/- (five) each fully paid up, resulting in issuance of 2 (two) Equity Shares of Rs. 5/- (five) each fully paid up, thereby keeping the paid up capital intact.
- **Reclassification and increase of authorised share capital and alteration in the Capital Clause of the Memorandum of Association :**





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/ 2 /

- (i) reclassification and increase the Authorised Share Capital of the Company from existing Rs.16,50,00,000/- (Rupees Sixteen Crores Fifty Lakhs only) divided into 1,60,00,000 (One Crore Sixty) Equity Shares of Rs.10/- (Rupees Ten only) each and 50,000 (Fifty thousand) Redeemable Cumulative Preference Shares of Rs.100/- (Rupees Hundred only) each to Rs.50,00,00,000/- (Rupees Fifty Crore Only) divided into 10,00,00,000 (Ten crore) Equity Shares of Rs.5/- (Rupee Five only) each and
- (ii) the authorized share capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs.5/- (Rupee Five only) each.
- Adoption of new set of Articles of Association of the Company to the entire exclusion of all the previous Articles.
  - Further issue of equity shares on rights basis upto an amount not exceeding Rs.100/- crore (Rupees One Hundred Crore Only) on such terms and conditions as may be finalized by the Board or any Committee of the Board.

Please take on record of the above.

Thanking you,

Yours faithfully,

**For BANNARI AMMAN SPINNING MILLS LIMITED**

**N KRISHNARAJ  
COMPANY SECRETARY**

Encl:

1. Certified copy of the Resolutions passed at the AGM
2. Altered Memorandum and Articles of Association of the Company

**MEMORANDUM OF ASSOCIATION  
AND  
ARTICLES OF ASSOCIATION  
OF  
BANNARI AMMAN SPINNING MILLS LIMITED**

**CERTIFIED TRUE COPY**

For Bannari Amman Spinning Mills Limited

  
COMPANY SECRETARY

THE COMPANIES ACT, 1956  
COMPANY LIMITED BY SHARES

Memorandum of Association

of

**BANNARI AMMAN SPINNING MILLS LIMITED**

I. The name of the Company is BANNARI AMMAN SPINNING MILLS LIMITED.

II. The Registered Office of the Company will be situated in the State of TamilNadu.

III. The Objects of the Company are:

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

1. To manufacture, deal, bleach, calender, mercerise, dye, print, sell, import, export, process, bale, finish, all types of hosieries, knitweaves and other materials and also fabrics, mats, furnishings made from cotton, rayon, nylon, mylow wool, yarn, silk, synthetic fibres, stable fibres, jute, leather, flax, hemp, hessain linen and other materials; and to handle or deal in spinning mills, weaving mills or any other factories for pressing, ginning, carding, combing, scouring, curing colouring, vending spinning, doubling, mixing, processing, twisting, throwing, bleaching, mercerising, printing, dyeing or finishing of any textiles of any description and kind.

B. THE OBJECTS OF THE COMPANY INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To purchase or otherwise acquire, erect, maintain, reconstruct and adopt any buildings, offices, workshops, plant, machinery, accessories and other things found necessary or convenient for the purpose of the Company and also to extend the business of the Company by adding to, altering, enlarging all or any of the buildings, premises and machinery for the time being the property of the Company on all or any of the lands for the time being the property of or in possession of the Company and by expending from time to time such sums of the moneys as may be necessary or expedient for the purpose of improving, adding to, altering, repairing and maintaining the building and machinery and property for the time being of the Company.

2. To pay for any immovable or movable property or assets of any kind acquired or to be acquired by the Company or for any services rendered or to be rendered to the Company and generally to pay or discharge any consideration to be paid or given by the Company, in money or in shares whether fully or partly paid-up, debentures or debenture-stock or obligations of the Company, or partly in one way and partly in another, or otherwise, with power to issue any shares either as fully paid or partly paid-up for such purposes.

3. To enter into any arrangement with any Government or Authority Municipal, local or otherwise or any person or Company in India or abroad that may seem conducive to the objects of the Company or any of them and to obtain from any such Government Authority, person or Company, any rights, privileges, Charters, contracts, licences and concessions which the Company may think desirable and to carry out, exercise and comply therewith.

4. To obtain sanction, permission, licences and quotas of the Government for export and to do all things that may be necessary to obtain recognition as an "export house".
5. To acquire the whole or any part of the undertaking and assets or any business within the object of the Company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any such company, association, partnership or person.
6. To amalgamate, enter into partnership, or enter into collaboration agreement or arrangement or understanding or associate with any Indian or foreign company or body corporate or firm or individual or enter into any arrangement with any Indian or foreign company or body corporate or firm or individual for sharing of profits, union of interests, co-operation, joint adventures, reciprocal concessions or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in any business or transaction which the Company is authorised to carry on.
7. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or part of the above things in any part of the world, either alone, or jointly with others and either by or through agents, sub-contracts, trustees or otherwise.
8. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents, patent rights. Brevets 'D' invention licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, or to grant licences in respect of or otherwise, turn to account the property, right or information so acquired and to expend money to experimenting upon testing or improving any such patent, invention or rights.
9. To establish or promote or concur in establishing or promoting any company or companies for the purposes of acquiring all or any of the property, rights and liabilities and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
10. To receive money on deposit or loan within the permissible limit and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any other property or assets of the Company (both present and future) including its uncalled capital and also by a similar mortgage, charge, or lien to secure and guarantee the performance of the Company or any other person or Company or any obligation undertaken by the Company or any other person or company as the case may be;
11. To pay for any business, property or rights acquired or agreed to be acquired by the company and generally to specify any obligation of the company by the issue or transfer of shares of this or any other Company credited as fully or partly paid up or of debentures or other securities of this or any other company.

12. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
13. To pay out of the funds of the company all expenses which the Company may lawfully pay with respect to the formation and registration of the company or for the issue of its capital including brokerage and commission for obtaining applications or for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the company.
14. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the company may think fit and in particular for shares, stock, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the company.
15. To distribute among the members any property of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
16. To distribute among the members any property of the company or any proceeds on the sale or disposal of any property of the company in the event of its being wound up, but so that no distribution amounting to a reduction of capital be made except in accordance with the provisions of the Companies Act, 1956.
17. To improve, manage, develop and grant rights privileges in respect of or otherwise deal with, all or any part of the property and rights of the Company.
18. To provide for the welfare of the director, trustees and employees, ex-directors, ex-trustees, ex-employees of the Company and the wives, widows, and families or the dependants or connections of such persons, by building or contributing to the building of the houses, dwelling or chawls, by grants of money, pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to provident fund, superannuation fund and other associations, institutions funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, or other institutions, bodies and objects which shall have any moral or other claim to the support or aid by the Company either by reason of locality of operation or public and general utility or otherwise.
19. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purpose conducive to the interest of Company.
20. Subject to Section 78 of the Companies Act, 1956, to place, to reserve or to distribute as bonus, among the members or otherwise to apply, as the Company may from time to time think fit, and moneys received by way of premium on shares or debentures issued at premium by the Company, and any moneys received in respect of dividends accrued on forfeited shares.

21. Subject to the provisions of the Companies Act, 1956 or any other enactment in force, to indemnify and keep indemnified members, officers, directors, agents and servants of the company against proceedings, costs, damages, claims and demands in respects of any thing done or ordered to be done by them for and in the interests of the company and for any loss damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
22. To open one or more account(s) of any kind with any Bank or Bankers.
23. To establish, provide and conduct or otherwise subsidise, research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical research, experiments and tests of all kinds; to promote studies and research both scientific and technical, investigations and inventions by providing, subsidising, endowing, or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students and generally to encourage, promote and research studies, research investigations, experiments, tests and inventions of any kind that may be considered likely to assist the business which the Company is authorised to carry on.
24. To adopt such means of making known the business of the Company as may seem expedient and in particular, by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
25. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social economic or moral uplift of the public and from time to time to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organising lectures or seminars, likely to advance these objects or for giving awards, scholarships, loans or any other assistance to deserving students or scholars or persons to enable them to procure their studies or academic pursuit or research or to take up establishment of hospitals, health centres, clinics or Medical Research Centre either by itself or through any other agency and for establishing, conducting or assisting any institution, fund, trust, etc, having any of the aforesaid objects as its objects by giving donations or otherwise in order to implement any of the above mentioned objects or purposes, transfer without consideration or at fair or concessional value and divert the ownership of any property of the Company to or in favour of, any public or local body or authority or Central or State Government or any public institutions.
26. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner.

**C. THE OTHER OBJECTS OF THE COMPANY ARE:**

1. To carry on business as manufacturers, importers, exporters, agents and otherwise to deal in all kinds of machinery and machinery parts, machine-tools and accessories, hard-wares, abrasives, welding materials fastners, scientific apparatus and generally to deal in all kinds of Light Engineering Goods.

2. To carry on business as manufacturers and or dealers in all kinds of furniture furnishing materials and to act as interior decorators.
3. To purchase, acquire, hold and dispose of or otherwise deal and invest in real estates or properties of any tenure and any interest therein.
4. To carry on business as manufacturers of and dealers in casks, jars, flasks, corks, bottles, bottle-stoppers and other receptacles for stocking, storing and distributing all products manufactured.
5. To carry on business as public carriers, transports and as carriers of goods of every description, passengers, material and luggages of all kinds by owning or by acquiring possession on hire/lease or otherwise, Trucks, Lorries, Omnibuses or other automobiles.
6. To carry on the business of manufacturers of and or dealers in all kinds of chemicals, paints, pigments, alkalist,lime, acids, alcohol pesticides, insecticides, fungicides, weedicides and rodenticides.
7. To buy, sell, let on hire, alter, repair and deal component parts,accessories and fitting of all kinds of mechanical, chemical metallurgical, electrical and electronic machinery, textile machinery, pipe fittings, equipment or plants and to manufacture, sell supply and deal in the said equipment or fittings.
8. To carry on the business of mechanical engineers, machinists, fitters, mill-wrightes founders, wire-drawers, tube-makers, metallurgists, saddlers, chemical and metallurgical galvanisers, annealers, enameliers, electroplaters, planters and packing case makers.
9. To construct,purchase, manufacture, acquire, hire, hold, let, sell, dispose or equip, improve, work, operate, use, develop, administer, manage, control and superintend, any airways, railways, roadways, waterways, tramways, planes, engines, trucks, trolleys, wagons, carriages, vehicles, cars, lorries, tractors, trailers, scooters, motorcycles, boats, ships, launches, aerodromes, docks, harbours, piers, wharves, canals, wells, tanks, reservoirs, embankments, irrigations, plantations, reclamations, improvements, sewages, drainage, sanitary-water, gas, electric light, telephonic, telegraphic radio, wireless and power supply works, mines, quarries, colliries, kilns, hotels, canteens, restaurants, clubs, baths, laundries, place of worship, place of amusements, theatres, studios, cinemas, pleasure grounds, parks, markets, gardens, farms, dairies, libraries, clinics, dispensaries, hospitals, schools, laboratories, stores, shops, warehouses, godowns, houses, huts, chawls, cold storages, repositories, depositories, vaults, mills, factories, batteries smithies, foundries, distilleries, refineries, breweries and other works, buildings constructions erections, plants, fixtures, convenience appliances and utilities whatsoever.
10. To carry on business of manufacturers, importers, exporters, and dealers of fibrite boxes, metal containers, corrugated containers, corrugated folding boxes, display boxes, corrugated wrappers, corrugated papers, plastic and polythene containers and all kinds of packing materials.
11. To act as Consultants and advisors to any person, firm, Association, concern, Company or Corporation on problems of Management, Finance, Industry, Trade Commerce and all areas of establishment of running of Distillery and other connected activities.
12. To manufacture pumps, motors and starters of all kinds.
13. To design, engineer, develop, manufacture, procure, deal in and market entire range of castings of all types for any and all industries forgings rolled sections and products, heavy industrial machineries, machinetools, printing machinery, textile machinery and other industrial products, all associated, ancillary, complimentary, products, as well as the component parts and spares thereof.



14. To carry on the business of chit funds subject to such legislation, Central or State for the time being in force, without conducting any prize chit or money circulation scheme in contravention of the prize Chits or money Circulation Schemes (Banning) Act, 1978.
15. To carry on business as manufacturers and or dealers in all kinds of electrical and electronic appliances and equipments like Radios, Cameras, Video sets, Television sets, Calculators, Computers, Typewriters, adding machines and accessories or components of such equipments / appliances.
16. To manufacture all kinds of automobile accessories, spare parts, tyres, tubes, flapes, oils, lubricants, agricultural implements and automobile fuel.
17. To carry on the business of financing or lending of moneys to such persons, firms or companies, Local Bodies or Government, with or without security and on such terms as to rate of interest and repayment, as may be deemed fit and generally to finance industrial enterprises without conducting any banking business as defined, under Banking Regulations Act, 1949.
18. To carry on the business of fabricating, dealing in and operation of machinery, needed for the production of all varieties of surgical cotton cloth paper and card-boards.
19. To carry on the business or businesses of manufacturers, importers and exporters fabricators, distributors and stockists or dealers in all kinds of iron and steel including structural steel, beams rafters and tubes and similar products and all goods in which iron and steel are used as components or otherwise incorporated.
20. To carry on the business of steel Rolling Mills and Re-rolling mills in all its branches.
21. To carry on the business of printers and publishers in all its branches.
22. To manufacture or produce or cause to produce or and deal in building materials, such a lime, stone, timbar, tiles, bricks and all other accessories of building construction which the Company may think fit and utilise such materials in its own construction.
23. To manufacture, produce, buy / sell and deal in gas, tar and all other residual products, resulting from the manufacture of and to carry on all the business that are usually or that may be conveniently carried on by gas companies.
24. To carry on the business of manufacturers and or dealers in pulp, papers of all kinds and articles made from paper or pulp and materials used in the manufacture treatment of paper including card-board, mill-boards, ply-boards and straw-boards that may be required for packing process.
25. To manufacture all types of plastic compounds and solutions and all types of plastic equipment and parts such as pumps, fans, blowers, reinforced vessels and tanks, filters, special high temperature resisting tubes, pipes and fittings and related parts and other plastic moulded articles components and raw materials.
26. To carry on business as manufacturers and or dealers in all kinds of grinders, mixers, crushers and other domestic appliances run by motive power.
27. To carry on business as producers, distributors, exhibitors and or as financiers of all kinds of motion pictures.
28. To carry on business as booking / reservation agents for passengers for travel by rail, road, sea and air.

29. To carry on business as manufacturers of and dealers in wholesale or retail in foods for infants and invalids, dietic foods, cereals, foodstuffs of all descriptions for human and animal use, tonics, beverages, and other restoratives or goods suitable for invalid and convalescents and / or for general public.
30. To carry on the business of makers and manufacturers of cattle feed, fish meal poultry feed, salt licks, and feeding and fattening preparations of every description, makers and manufacturers of manures and fertilizers of every description; food meal manufacturers, grain and seed merchants; cake and corn merchants, Flour merchants bakers and biscuit makers, Lay, flakes, dalia, confectionery, straw and Fodder merchants and owners, Traders and dealers in live stock; trading in paddy and rice and hulling of paddy, decorticating and trading in groundnuts; to set up factories or mills for the manufacture thereof ;
31. To carry on the business of general merchants, to buy, sell, cure process or otherwise deal with raw, dried semi tanned and tanned finished leather to carry on all kinds of tanning, to manufacture and finish, leather and leather goods of all description and buy, sell, cure, process, manufacture and otherwise deal tanning materials acids, Chemicals, dyes, boot and shoe grinders and accessories of industrial leather goods and the manufacture thereof, moulds lasts, knives and any other material required in such manufacture, to buy and sell, alter, repair, improve, process, import and export, finished leather, leather goods, tanned hides and skins dry and wet skins, pickled skins, raw and tanned neptiles, ail kinds of hoops, hides, fleshings etc.
32. To carry on the business of Distillers, Brewers, Blenders, Manufacturers and Producers in all its branches, and to purchase, manufacture, produce, refine, import, export, sell and generally deal in Arrack, Indian Made Foreign Liquors and Liquors of every description, Alcohol and spirit such as power Alcohol, Industrial Alcohol, Neutral Alcohol, Absolute Alcohol, Ethyl Alcohol, Amyl and Butyl Alcohols and spirits like Rectified spirit, Denatured spirit, Methylated spirit and spirits of every description and wines, Port-wines, Beer, Ale, porters, stout, Toddy, whether intoxicating or not, Aerated and other Mineral waters, soft drinks of every Kind and description and in connection therewith to acquire, construct, operate factories for the blending of Arrack, manufacture of Alcohol and their products and by-products.
33. To carry on the business of financing or lending of money on leasing, hire purchase terms against automobile vehicles of all kinds, machinery, land and buildings, furniture and fittings, household appliances or articles, and generally against industrial or commercial equipments of all kinds.
34. To manage, administer, own and carry on the business of running hotels, motels, holiday camps, guest houses, restaurants, canteens, caterers, cafes, taverns, pubs, bars, beer houses, refreshment rooms, and lodging or apartments, house-keepers, casinos, discotheques, swimming pools, health clubs, baths, dressing rooms, licensed, victuallers, wine, beer and spirit merchants, exporters, importers, and manufacturers of aerated mineral and artificial waters and other drinks, purveyors caterers for public amusement generally.
35. To hold, use, cultivate, work, manage, improve, carry on and develop the undertaking, lands and real and personal estate or property of any kind of the Company or any part thereof; and to acquire by purchase or on lease or otherwise agricultural (Irrigation) Lands of all types to undertake agricultural operations and to carry on the business of estate owners, cultivators, planters, growers and manufacturers of sellers and dealers in all kinds of tea, coffee, cardamom, pepper, spices, rubber and guttapercha and gums of every description coir, coco, rice, oil, edible oil, copra-coconuts, sugar, plaintains, chinchona, grains, paddy, cereals, cotton, vegetables, agricultural and natural products and to manufacture, dispose of, buy, sell and deal in products of the same.

36. To carry on the business of millers in all its branches and to set up mills for milling wheat, gram, other grains and cereals, dal, basin, maida, atta, suji and other allied products, and to manufacture any by-products, and to manufacture food products, such as biscuits, flakes, dalia and confectionery from flours of all kinds and description and to set up factories or mills for the manufacture thereof.
37. To produce, manufacture, treat, process, refine, prepare, import, export, purchase, sell and generally to deal in and to act as Brokers, Agents, Stockists, Distributors and Suppliers of all kinds and varieties of Cement, whether ordinary white, coloured Portland, pozzolana, alumina, blast, furnace, slag, silica, masonry, sagol, superfine, rapid hardening, low heat, high strength, water proof (hydrophobic) ashmoh, hydraulic or otherwise, cement products of any description, such as pipes, poles, slabs, structures, asbestos sheets, blocks, concretes, gardenwares and articles, things, compounds and the bye-products therefrom and in connection therewith, to take on lease or acquire, erect, construct, establish, work, operate and maintain cement factories, minicement plant, limestone quarries, mines, workshops and other works.
38. To manufacture, produce, refine, process, formulate, buy, sell, export, import, or otherwise deal in all types of heavy and light chemicals chemical, elements and compounds, including without limiting generality of the foregoing, laboratory and scientific chemicals or any nature used or capable of being used in the pharmaceutical industry, agricultural chemicals, fertilizers, petro-chemicals, industrial chemicals or any mixtures, derivatives and compounds thereof.
39. To carry on the business of importers, exporters, dealers, manufacturers, processors of granite and granite products.
40. To construct, Purchase acquire, hold, let on hire, sell dispose or equip improve develop, manage, run carry on business of take on lease or otherwise operate renewable energy equipment and devices such as wind mills and any specially designed devices which run on wind mills, any special devices including electric generators and pumps run on wind energy, solar poer generating system, solar crop Driers and system, Bio-gas plants and Bio-gas Engines, equipments for utilizing been ocean waves and thermal energy and generally all kinds of equipments generating and or run on Non-conventional energy.

IV. The Liability of the Members is Limited

- \* V. The authorized share capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs.5/- (Rupee Five only) each.
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\* Substituted by Special Resolution passed at the Annual General Meeting held on 7.12.2020

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

S.No.	Names, addresses, occupations and description of subscribers	Number of equity shares taken by each subscriber	Signatures
1.	SANGAMPALAYAM VEDANAYAGAM BALASUBRAMANIAM S/o Late A. Vedanayaga Gounder Avanthika, 52, Race Course Coimbatore- 641 018 Industrialist	501 (Five Hundred and one)	(Sd.) S.V. Balasubramaniam
2.	SANGAMPALAYAM VEDANAYAGAM ALAGAPPAN S/o Late A. Vedanayaga Gounder 14/3-1, Kajamian Street, Kajamalai Trichy - 620 020 Business	501 (Five Hundred and one)	(Sd.) S. V. Alagappan
3.	SANGAMPALAYAM VEDANAYAGAM KANDASAMI S/o Late A. Vedanayaga Gounder 107-1, West Periyaswamy Road R. S. Puram, Coimbatore - 641 002 Medical Practitioner	501 (Five Hundred and one)	(Sd.) S. V. Kandasami
4.	K.LEELAVATHI W/o. Dr. S. V. KANDASAMI 107-1, West Periyaswamy Road S. Puram, Coimbatore - 641 002 Housewife	501 (Five Hundred and one)	(Sd.) K. Leelavathi
5.	SANGAMPALAYAM VEDANAYAGAM BALAKRISHNAN S/o Late A. Vedanayaga Gounder No. 73, 1st Floor Poes Garden, Madras - 600 086 Business	501 (Five Hundred and one)	(Sd.) S.V. Balakrishnan

Carried over

2505

S.No.	Names, addresses, occupations and description of subscribers	Number of equity shares taken by each subscriber	Signatures
6.	SUBBIYA GOUNDER DHANUSKODI S/o. Subbiya Gounder Chinnavedampatti Post Coimbatore- 641 006 Agriculturist	501 (Five Hundred and one)	(Sd.) S.Dhanuskodi
7.	MYLSAMY NAVASIVA SAKTHIVELSAMY S/o. P. Mysamy Gounder 36, Thirumalaisamy Road, New Sidhapudur, Coimbatore- 641 044 Company Executive	501 (Five Hundred and one)	(Sd.) M.N Sakthivelsamy

Total Shares Taken 3507 Three Thousand five hundred and seven only

Dated : 5th July 1989

Witness to the above signatures :

(SD.) A. RAMASWAMY

A. RAMASWAMY, B.COM., A. C. S.

S/o. Late C. Avinashi Gounder

Company Secretary

Coimbatore Alcohol & Chemicals Limited

252, Mettupalayam Road

Coimbatore- 641 043

1. All the subscribers were at Coimbatore on 5-7-1989 and signed before me.
2. No Door Number and Road name have so far been provided in respect of residential address of Sri S. Dhanuskodi.

(Sd.) A. RAMASWAMY

**\* ARTICLES OF ASSOCIATION**  
**OF**  
**BANNARI AMMAN SPINNING MILLS LIMITED**

**INTRODUCTION**

1. The regulations contained in the Table Marked 'F' of Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
2. The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.
3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Act or the Rules or any statutory modification thereof in force at the date at which these regulations become binding on the company and its members. In these Articles, unless there be something in the subject or context inconsistent therewith or unless the context otherwise requires:
  - a. "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.
  - b. "Articles" means these articles of association of a company or as altered from time to time;
  - c. "Board of Directors" or "Board", means the collective body of the directors for the time being of the company;
  - d. "Company" means "Bannari Amman Spinning Mills Limited"
  - e. "Office" means the Registered Office for the time being of the company.
  - f. "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
  - g. "Seal" means the common seal of the Company.
  - h. Words importing the singular number include, where the context admits or requires, the plural number and vice versa
  - i. Words importing the masculine gender include, where the context admits or requires include feminine gender; and
  - j. Words importing persons shall where the context requires include corporate bodies and companies as well as individuals.

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\* New set of Articles of Association adopted at the Annual General Meeting held on 7.12.2020

## SHARE CAPITAL AND VARIATION OF RIGHTS

4. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control or discretion of the Board who may issue, allot or otherwise dispose of the same or any of them to such person or persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
5. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods, or machinery supplied or for services rendered to the company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
6. The company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
  - i. Equity sharecapital :
    - a) With voting rights; and/or
    - b) With differential rights as to dividend, voting or otherwise in accordance with the Rules; and
  - ii. Preference Share Capital
7. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
  - (a) one certificate for all his shares without payment of any charges; or
  - (b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
  - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to the first name of several joint holders shall be sufficient delivery to all such holders.
8. A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a depository. Where a person opts to hold any share with the depository, the company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
9. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment such fees for each certificate as may be fixed by the Board.

10. The provisions of the forgoing Articles relating to issue of certificates shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
11. (i) The company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and Rules.
  - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules.
  - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
12. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
  - (ii) To every such separate meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply.
13. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
14. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
15. (i) The Board or the company, as the case may be, may, in accordance with the Act and the Rules, issue further share to –
  - a) persons who, at the date of offer, are holders of equity share of the company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
  - b) employees under any scheme of employees' stock option; or
  - c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above if it is authorised by a Special Resolution.
- ii) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

#### **LIEN**

16. (i) The Company shall have a first and paramount lien –
  - a) On every share (not being fully paid up share), for all moneys (whether presently payables or not) called, or payable at a fixed time in respect of that share; and



- b) On all shares (not being fully paid up shares) standing registered in the name of a single person, for all moneys presently payable by him or his estate to the Company.

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

- ii) The Company's lien, if any, on any share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the company.

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

- iv) That the fully paid-up shares will be free from lien.

17. The company may sell, in such manner as it thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made-

- a) unless a sum in respect of which the lien exists is presently payable:

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

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

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

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

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

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

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

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

21. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the company.

#### **CALLS ON SHARES**

22. i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
- ii) Each member shall, subject to receiving at least fourteen days notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- iii) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate any circumstances.
- iv) A call may be revoked or postponed at the discretion of the board.
23. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
24. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
25. i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.
- ii) The Board shall be at liberty to waive payment of any such interest either wholly or in part.
26. i) Any sum, which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- ii) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
27. The Board -
- a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- b) upon all or any of the money so advanced, may (until the same would but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.
28. If by conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installment, then every such installment shall, when due, be paid to the company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.

29. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the company.

#### **TRANSFER OF SHARES**

30. i) The instrument of transfer of any share in the company shall be duly executed by or on behalf both the transferor and transferee.
- ii) The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.
31. The Board may, subject to the right of appeal conferred by the Act decline to register –
- a) the transfer of share, not being a fully paid share, to a person of whom they do not approve; or
- b) any transfer of shares on which the company has a lien.
32. In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless –
- a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
- b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- c) the instrument of transfer is in respect of only one class of shares.
33. On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such 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.
34. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the company

#### **TRANSMISSION OF SHARES**

35. i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- ii) Nothing in clause i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
36. i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

- (iii) The company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
37. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
38. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
39. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the company.

#### **JOINT HOLDERS**

40. Where two or more persons are registered as joint-holders (not more than three) of any shares, they shall be deemed (so far as the company is concerned) to hold the same as joint tenants with benefit of survivorship, subject to the following and other provisions contained in these Articles:
- a) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such shares;
- b) On the death of anyone or more such joint-holders, the survivor or survivors shall be the only person(s) recognised by the Company as having any title to the share, but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person;
- c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
- d) Only the person whose name stands first in the Register of members as one of the joint-holders of any share shall be entitled to the delivery of the certificate, if any, relating to such shares or to receive notice (when term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
- e) i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect

thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by any attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares.

- ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
- f) The provisions of these Articles relating to joint holders of share shall mutatis mutandis apply to any other securities including debentures of the company registered in joint names.

#### **FORFEITURE OF SHARES**

- 41. If a member fails to pay any call or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter, during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the company by reason of non-payment.
- 42. The notice aforesaid shall :
  - a) name a further day (not being less than expiry of fourteen days from the date of service of the notice) on or before which payment required by the notice is to be made; and
  - b) state that in the event of non-payment on or before the day so named, the shares in respect of which call was made shall be liable to be forfeited.
- 43. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- 44. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture. Provided that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
- 45. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of member, but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or to make such entry as aforesaid.
- 46. The forfeiture of a share shall involve the extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
- 47. a) A forfeited share shall be deemed to be property of the Company, and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board may think fit.

- b) At any time, before a sale or re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
48. a) A person whose shares have been forfeited shall cease to be member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
- b) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
49. i) A duly verified declaration in writing that the declarant is a Director, Secretary or Manager of the Company, and that a shares in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.
- ii) The Company may receive consideration, if any, given for the shares on any sale or re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- iii) The transferee shall thereupon be registered as the holder of share and;
- iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
50. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.
51. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
52. The provision of these Articles as to forfeiture 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.
53. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the company.

#### **ALTERATION OF CAPITAL**

54. Subject to the provisions of the Act, the Company may, by ordinary resolution—
- a) increase the share capital by such sum, to be divided into shares of such amount, as it thinks expedient;
- b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

55. Where shares are converted into stock;

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

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

- b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
- c) such of these Articles of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholders"/ "member" shall include "stock" and "stock-holder" respectively.

56. The company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and Rules,-

- (a) its share capital; and/or
- (b) any capital redemption reserve account; and/or
- (c) any share premium account; and/or
- (d) any other reserve in the nature of share capital.

#### **CAPITALISATION OF PROFITS**

57. i) The company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve-

- a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- b) that such sum be accordingly set free for distribution in the manner specified in clause(s) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

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

- a) paying up any amounts for the time being unpaid on any shares held by such members respectively;

- b) paying up in full, un-issued shares or other securities of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b)
  - d) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purpose of this Article, be applied in the paying up of un-issued shares to be issued to members of the Company as fully paid bonus shares;
  - e) The Board shall give effect to the resolution passed by the company in pursuance of this Articles.
58. i) Whenever such a resolution as aforesaid shall have been passed, the Board shall –
- a) make all appropriations and applications of the amounts resolved to be capitalized thereby, and all allotments and issued of fully paid shares or other securities, if any; and
  - b) generally do all acts and things required to give effect thereto.
- ii) The Board shall have power –
- a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and
  - b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares.
- iii) Any agreement made under such authority shall be effective and binding on such members.

#### **BUY-BACK OF SHARES**

59. Subject to all applicable provisions of the Act and Rules made thereunder and or any other applicable laws for the time being in force, the company may purchase its own shares or other specified securities.

#### **GENERAL MEETINGS**

60. All general meetings other than annual general meeting shall be called extraordinary general meeting.
61. The Board may, whenever it thinks fit, call an extraordinary general meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

62. 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. The quorum for a general meeting shall be as provided in the Act.
63. The Chairperson of the company shall preside as Chairperson at every general meeting of the company.



64. If there is no such Chairperson or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, as Chairperson of the meeting, the Managing Director of the company shall be entitled to take chair. In his absence, or in case he is unwilling to act, the Directors present shall elect one of their members to be Chairperson of the meeting.
65. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall by poll or electronically, choose one of their members to be Chairperson of the meeting.
66. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.
67.
  - i) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.
  - ii) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting –
    - a) is, or could reasonably be regarded, as defamatory of any person; or
    - b) is irrelevant or immaterial to the proceedings; or
    - c) is detrimental to the interests of the company.
  - iii) The Chairperson of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
  - iv) The minutes of the meeting kept in accordance with the provision of the Act shall be evidence of the proceedings recorded therein.

#### **ADJOURNMENT OF MEETING**

68.
  - i) The Chairperson may, suo motu, adjourn the meeting from time to time and from place to place.
  - ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
  - iv) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **VOTING RIGHTS**

69. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
  - a) on a show of hands, every member present in person shall have one vote; and
  - b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

70. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.
71.
  - i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
  - ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
72. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.
73. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
74. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid or in regard to which the company has exercised any right of lien.
75.
  - (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
  - (ii) Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

#### **PROXY**

76.
  - i) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.
  - ii) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
77. An instrument appointing a proxy shall be in the form as prescribed in the rules.
78. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:  
  
Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **BOARD OF DIRECTORS**

79. (i) Unless otherwise determined by the company in general meeting the number of Directors shall not be less than 3 (three) and shall not more than 15 (Fifteen).  
(ii) No share qualification is required for any person for being appointed as a Director of the company.
80. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.
- i) Subject to the provisions of the Act and Rules the Board shall have power to appoint one or more of its Directors as Managing Director(s) on such terms and conditions as may be determined. The Board may designate them as Joint Managing Director or by any other designation.
- ii) The same individual may, at the same time, be appointed as the Chairperson of the company as well as the Managing Director or Chief Executive Officer of the company.
81. i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- ii) The remuneration payable to the directors, including any managing or whole time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act.
- iii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- b) in connection with the business of the company.
82. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board/Committee of Directors shall from time to time by resolution determine.
83. i) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
84. i) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provision of the Act.
- ii) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
- iii) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

85. i) If the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
- ii) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.

#### **POWERS OF BOARD**

86. The management of the business of the company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the company in general meeting. No such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

#### **PROCEEDINGS OF THE BOARD**

87. i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- ii) the Chairperson or the Managing Director may, or the Company Secretary on the direction of the Chairperson shall, at any time, convene a meeting of the Board.
- iii) the quorum for a Board Meeting shall be as provided in the Act.
- iv) the participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
88. i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
89. 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.
90. The Chairperson of the company shall be chairperson at meetings of the Board. In his absence, the Managing Director shall occupy the chair and in the absence of the Managing Director or in case he is unwilling, the Board may elect a Chairperson of its meetings.
91. The Chairperson or the Managing Director shall have the power to invite any person or persons not being the member(s) of the Board to attend the meeting of the Board, but such invitee or invitees shall not be entitled to vote at any time.
92. i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

- iii) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.
93. i) A committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
- ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
94. i) A committee may meet and adjourn as it thinks fit.
- ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present,
  - iii) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.
95. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
96. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

**CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND/OR CHIEF FINANCIAL OFFICER**

97. Subject to the provisions of the Act,—
- i) A chief executive officer, manager, company secretary and/or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
  - ii) With the permission of the Board a director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

**THE COMMON SEAL**

98. i) The Board shall provide for the safe custody of the seal.
- ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one director of the company, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in the presence.

## **DIVIDENDS AND RESERVE**

99. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the company in general meeting may declare a lesser dividend.
100. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.
101. i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
102. i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
103. i) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- ii) The Board may retain dividends payable upon shares in respect of which any person is, under the transmission clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
104. i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- iii) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company shall not be responsible for a payment which is lost or delayed. The company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

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

106. No dividend shall bear interest against the company.

#### **ACCOUNTS**

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

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

#### **WINDING UP**

108. Subject to the applicable provisions of the Act and the Rules made thereunder -

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

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

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

#### **INDEMNITY AND INSURANCE**

109. a) Subject to the provisions of the Act, every Director, Managing Director, Whole-time Director, Manager, Company Secretary and other Officer of the Company shall be indemnified by the company out of the funds of the Company, to pay all costs, losses and expenses (including traveling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

b) Subject as aforesaid, every Director, Managing Director, Whole-time Director, Manager, Company Secretary and other Officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the court.

c) The company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the company for which they may be liable but have acted honestly and reasonably.

### **GENERAL POWER**

110. 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 authorised by its Articles, then and in that cases this Articles authorizes and empowered the company to have such right, privilege, or authority and to carry such transactions as have been permitted by the Act without there being any specific Article in that behalf herein provided.

### **SECRECY**

111. Every Director, Secretary, Manager, Auditor, Trustee for the Company, its members or debenture holders, member of a Committee, Officer, Servant, 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 which may come to his knowledge in the discharge of his 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.
112. No shareholder or other person, not being a Director, shall be entitled to enter into or upon the premises or the property of the Company, or to inspect the Company's premises or properties or the books or the accounts of the Company except to the extent allowed by the Act and subject to such reasonable restrictions as the Company in General Meeting or the Board may impose in this behalf from time to time, without the permission of the Board or of the Managing Director for the time being, or require the discovery of or any information respecting any detail of he Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board/Chairperson or of the Managing Director will be inexpedient, in the interest of the members of the Company, to communicate.



S.No	Names, Addresses, Occupations and description of Subscribers	Signatures
1.	SANGAMPALAYAM VEDANAYAGAM BALASUBRAMANIAM S/o Late A. Vedanayaga Gounder Avanthika, 52, Race Course Coimbatore- 641 018 Industrialist	(Sd.) S.V. Balasubramaniam
2.	SANGAMPALAYAM VEDANAYAGAM ALAGAPPAN S/o Late A. Vedanayaga Gounder Trichy - 620 020 Business	(Sd.) S. V. Alagappan
3.	SANGAMPALAYAM VEDANAYAGAM KANDASAMI S/o Late A. Vedanayaga Gounder 107-1, West Periyaswamy Road R. S. Puram, Coimbatore - 641 002 Medical Practitioner	(Sd.) S. V. Kandasami
4.	K.LEELAVATHI W/o. Dr. S. V. KANDASAMI 107-1, West Periyaswamy Road R. S. Puram, Coimbatore - 641 002 Housewife	(Sd.) K. Leelavathi
5.	SANGAMPALAYAM VEDANAYAGAM BALAKRISHNAN S/o Late A. Vedanayaga Gounder No. 73, 1st Floor Poes Garden, Madras - 600 086 Business	(Sd.) S.V. Balakrishnan
6.	SUBBIYA GOUNDER DHANUSKODI S/o.Subbiya Gounder Chinnavedampatti Post Coimbatore- 641 006 Agriculturist	(Sd.) S.Dhanuskodi

7.	MYLSAMY NAVASIVA SAKTHIVELSAMY S/o. P. Mysamy Gounder 36, Thirumalaisamy Road, M. N. Sakthivelsamy New Sidhapudur, Coimbatore- 641 044 Company Executive	(Sd.) M.N Sakthivelsamy
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Dated : 5th July 1989

Witness to the above signatures :

(SD.) A. RAMASWAMY

A. RAMASWAMY, B.COM., A. C. S.

S/o. Late C. Avinashi Gounder

Company Secretary

Coimbatore Alcohol & Chemicals Limited

252, Mettupalayam Road

Coimbatore- 641 043

1. All the subscribers were at Coimbatore on 5-7-1989 and signed before me.
2. No Door Number and Road name have so far been provided in respect of residential address of Sri S. Dhanuskodi.

(Sd.) A. RAMASWAMY