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**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

**Certificate of Incorporation**

[Pursuant to sub-section (2) of section 7 of the Companies Act, 2013 and rule 8 the Companies (Incorporation) Rules, 2014]

I hereby certify that DCM NOUVELLE LIMITED is incorporated on this Seventeenth day of October Two thousand sixteen under the Companies Act, 2013 and that the company is limited by shares.

The CIN of the company is U17309DL2016PLC307204.

Given under my hand at Manesar this Seventeenth day of October Two thousand sixteen .



**IQBAL HUSSAIN ANSARI**

Deputy Registrar of Companies

Central Registration Centre

For and on behalf of the Jurisdictional Registrar of Companies

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

DCM NOUVELLE LIMITED

301, 6TH FLOOR, VIKRANT TOWER, 4, RAJENDRA PLACE,, NEW DELHI,  
Central Delhi, Delhi, India, 110008



## THE COMPANIES ACT, 2013

# MEMORANDUM OF ASSOCIATION

## OF

### DCM NOUVELLE LIMITED

(Company Limited by Shares)

- I. The name of the Company is DCM NOUVELLE LIMITED.
- II. The Registered Office of the Company will be situated in the State of DELHI.
- III. The objects for which the Company is established are:

#### III (A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION

1. To carry on the business of ginners, weavers, spinners, dyers, manufactures, balers, buyers, sellers, importers, exporters, traders, dealers in all kind of yarn, cloth whether cotton, linen, polyester, rayon, hair, wool, silk, nylon, jute, hemp, flex and all other yarns and fibres, cotton, artificial, chemical or textiles substances and the cultivation thereof and manufacturing, selling combing, spinning, weaving, curing, preparing, winding, knitting scouring, sizing, bleaching, dyeing or coloring, printing, finishing, calendaring, process and mercantile business that may be necessary or expedient thereto, and to purchase and vend raw materials and manufactured articles therefrom and to act as agents, brokers, stockiest, distributors, suppliers, factors and commission agents in terms as aforesaid.
2. To manufacture and/or deal in all kinds of threads, namely, embroidery, sewing and worsted threads, knitting yarn to wind or ball cotton or thread or other fibrous substances on bobbins.
3. To carry on in India or elsewhere the business of marketing, trading, buying, selling exporting, importing, manufacturing, fabrication, designing of all kind of rayon, polyester, blended polyester, silk or any other type of fabric and all type of hosiery goods and all kinds of tailoring materials including buttons, zip fasteners, buckles, cufflinks, lining materials and stich buttons and also to act as dealers and commission agents in these lines of business.
4. To carry on business as manufactures, producers, processors, exporters, importers, wholesalers, retailers of and of dealers in all kind of carpers, including handmade and machine made, tufted, axminster, wilton, brussels, chenille, tapestry, ingrain, velvet namda carpets, underlays, festoons and gobin linoleum, portiere, cords, druggest, durries, rugs, mattings, floor cloths, floor covering and furnishing fabrics and materials made wholly or partly of any one or more of the any type of materials including namely, wool, hairs, silk, jute, flax, yarn, spun, staples, coir, sisal, Rayon, Viscos, cotton, natural and other synthetics or man made.
5. To manufacture, produce, cultivate, process, re-process, prepare, bale, double, cure, comb, blend, spin, weave, gin, pack, bleach, dye, print, tuft, buy, sell, store, import, export, finish, scour, size and otherwise deal in all kinds, descriptions and grades of cotton, silk, linen, nylon, rayon, jute, hemp, flax, silk, wool, yarn, hair, coir, sisal fibre and fibrous substances, wool hair, carpets, druggest, rugs, floor coverings, linen, cloth, textile, fabric, felted, netted, looped or flocked, staple fibre, synthetic fibre and all other fibres, allied products, bye-products and substitutes for or any of them. To carry on the business of manufacturing machinery or providing consultancy or to render designing and engineering services and provide technical know-how to run and maintain plants

and machinery for manufacture of all or any of the above types of goods, material and raw materials thereof.

6. To manufacture, cultivate, plant, grow, process, prepare, can, refine, contain, bottle, buy, sell, import, export, warehouse, and deal in all kinds, descriptions or grades of, agricultural products, foods, eggs, poultry, vegetables, health and instant foods, cereals, fruit, juices, beverages, coffee, tea, tonics, restoratives, pulses, and aerated or mineral waters and food stuffs, consumable provisions, confectionery items, condensed milk, and to purchase, manufacture, produce, boils, refine, prepare, import, export, sell and generally deal in sugar, sugar-candy, jaggery, sugarbeet, sugarcane, molasses, syrups, melada, alcohol, and all sugar products and/or bye-products and in connection therewith to acquire, construct, operate factories for the manufacture of sugar or any of its products or bye- products and acquire or manufacture machinery for any of the above purposes.
7. To carry on the business of consultants, advisors, agents, assemblers, dealers, distributors, developers, resellers, retailers, repairers, installers, buyers, sellers, lesser, importers, exporters of software and other products related to information technology such as computer systems, mini computers, micro computers, peripherals, business machines, computer software, hardware, networking, programmable systems, micro processors, computer based systems, systems for online applications, connectivity, telecommunication & internet based systems and to establish, maintain, conduct, provide, procure, or make available services of every kind including but not limited to information technology, commercial, statistical, financial, accountancy, medical, legal, management, educational, training, human resource development, engineering, communication, telecom, IT enabled services such as medical or legal transcription, call centers, knowledge and other technological, social or other services and to establish and run data processing/computer centers; provide data processing services including voice/automated interactive response systems, provide consultancy services and impart training in various disciplines of Information Technology; develop, market software packages as well as related items and to undertake turn-key projects/ assignments in India and abroad in Information Technology including development of software in India and abroad and to import, export or transmit data through any source in India and abroad either on its own or in collaboration with other businesses, to develop and design web sites, act as Internet service providers, provide all kinds of Internet and Internet related business including buying, selling, dealing, export, import in all kinds of goods and services, paying and accepting money through the Internet either on its own or in collaboration with other businesses.
8. To carry on the business of manufacturers, repairers, assemblers, dealers, buyers, sellers, lesser, importers, exporters of all types of electronic equipments, electricals, systems and accessories such as multiplexing equipments, radio link systems, supervisory and data acquisition system, analogue to digital transmultiplexing systems, radios, FM radio, broadcasting, manpack/ transportable/ static radio, trans-receivers, radio teleprinter, teletype systems, selective calling radio system, analogues systems, digital switching equipment, record chargers, compact discs, tape recorders, transistors, television sets, television tubes, telecommunication equipments, communication equipments, basic telephony services, cellular services, dish antennas, concentrators, telemetry, central monitoring and scanning systems, wire and cordless type telephones, mobiles, cellulars, optical cable, networking, V-sats, electronic teleprinter, facsimile, random access digital address systems, voice and telegraph coding systems, modems, power-line carrier equipment, tropospheric systems, scatter systems, automatic answering systems and to set up research and development laboratories in India and elsewhere for items dealt in.
9. To carry on the business of processing, re-processing, converting, researching, developing, refining, preparing, blending, purifying, piping, dyeing, producing, developing, manufacturing, retailing, formulating, acquiring, dealing in, buying, selling, storing, importing & exporting all kinds of:
  - a) Textiles, textile products, yarns, cotton yarn, spun, synthetic, polyester, acrylic, dyed yarn, combed, gassed & mercerized yarn, silk, wool, knitted fabric, fibres, dyes, cloth, leather, garments, readymade garments, cushions, pillows, mattresses, canvas, terry towels, terry products, bath robes, terry cloth, shearing cloth and derivatives, by-products, intermediates and mixtures thereof.

- b) Paper, paper products including but not limited to writing & printing paper, maplitho paper, kraft paper, bond paper, glazed paper, pulp, paper and pulp based products, wood based paper, packing materials, card board, printing inks and derivatives, by-products, intermediates and mixtures thereof.
  - c) Chemicals, fertilizers, phosphates, heavy chemicals, agro chemicals, acids, sulphuric acid, gaseous, liquid or solid chemicals, organometallic chemicals, organic and inorganic chemicals, synthetic chemicals, pesticides, fungicides, insecticides, fine & speciality chemicals, industrial chemicals, petro chemicals, spirits, inks, alkalies, alcohols, acetic acid, ethyl acetate, acetic anhydride, butyl acetate, catalyst & reagents, chlorides, caustic soda, plastics, methonal melamine, gases (industrial or otherwise), petroleum, petroleum products, oils, oil wells, vegetable oils, vanaspati oil, refineries, fuels, coal, coal tar products, lubricants, lubricating compositions, soaps, detergents, paints, colours, varnishes, resins, fats, perfumes, essences, cosmetics, drugs, pharmaceutical products and derivatives, by-products, intermediates and mixtures thereof.
  - d) Biotech, cultivation, growing, sowing, seeds, floriculture, horticulture, tissueculture, herbs, shrubs, gardening, crops, cash crops, hybrids, vegetables and other agricultural products and plants, including raising of plants & herbs, nursery through tissue culture, agricultural houses, gardens, agricultural equipment, irrigation equipment & farm equipment, bee-keeping, mushroom farming, purification, rabbit farming, fishery farming, pig farming, poultry farming, cattle farming and all other allied activities even with the application of latest technologies.
  - e) Generation of electricity, power, steam or other energy sources and accumulation and usage thereof for running Company's own factories, plant & machinery and to dispose of any surplus thereof to any other company, firm or person for any purposes and on such terms & conditions and in such manner as the Company thinks fit and expedient.
  - f) Any type of goods or merchandise of any description whether manufactured by the Company or not and to deal in all type of industries.
10. To carry on the business of technical, investment, financial and management consultants and advisers; to deal in all types of financing, leasing and investment activities. To carry on the business of running of schools, colleges, computer centres, educational institutions, hospitals, clinics and to provide all technical know-how and to arrange for licenses, patents, rights, concessions, from any government or other authority and to take part in the formation, supervision or control of the business and/or operations of any company/ institution/ organization/ firm and to act as collaborators, partners, master franchisee, franchises, channel partner, value added partners, technology partners, authorized representatives, facility management representatives and to enter into any partnership, collaboration, joint ventures, strategic alliances, technical, financial, commercial collaboration, tie- up, arrangement with Indian and/or foreign companies, institutions, individuals, associations for mutual benefits
11. To carry on the business of construction, civil engineering, industrial engineering, designing, to erect, construct, develop, improve, lay down, maintain, remove, enlarge, carry out, control and alter any buildings, plants, commercial sites, complexes, multiplexes, works or factories, sites, offices or any roads, ways, sub-ways, or other works and convenience, housing complexes, flats and to enter into any tie-ups and/or arrangements with any Indian or foreign company, firm, individuals or association of persons to carry out any construction projects jointly such as construction of bridges, dams, roads, ways, industrial buildings, commercial buildings or to provide technical know how or expertise for mutual benefits.
12. To lend and advance money, give credit to any person or company; to give guarantee or indemnify for the payment/repayment of money or the performance of contracts or obligations by any person; to secure or undertake in any way the repayment of money lent or advanced to, or the liabilities incurred by, any person, Financial institution/Bank/Body Corporate/Govt. Department/Agency subject to the provisions of the Act.

13. To manufacture or help in the manufacturing of any spare parts, accessories, or anything or things required and necessary for the above mentioned business.

**111(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)**

1. To acquire the know-how, technical and all other information as to the process of manufacturing including engineering and operating data, lay-outs, plans, blue-prints and the right to manufacture and deal in the matters and things of all kinds connected with the business and objects of the Company.
2. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company.
3. To employ expert(s) to investigate and examine into the state of affairs, prospects, value, character and circumstances of any business concerns and undertaking generally of any assets, property or rights for the attainment of its objects.
4. To undertake, render and provide all types of services, including advisory, consultancy, accountancy in the fields of managerial, personnel, secretarial, commercial, financial, legal, economical, labour, industrial, public relation, scientific, technical, direct and indirect taxation and other levies, statistical, quality control and data processing, advertising & publicity, publishing, marketing, import and export, technical, industrial, civil, designing, engineering, project enterprises, preparation of feasibility, market survey and project reports, drawings, plant lay-outs, tenders for all the plants and machinery, equipments, buildings and other structures connected with the business and objects of the Company.
5. To generate, accumulate and use electricity or other energy sources, for running the Company's mills, factories; plants and machinery and for other purpose and to dispose of any surplus electricity or energy for any other purposes and on such terms and conditions and in any such manner as the Company thinks expedient and for such proposes to acquire or construct, lay down, establish, fix and carry out all plants, power houses, cables, conductors, insulators, wires, lines, accumulators, transformers, lamps, and works and to carry on the business of electricians and engineers and to execute and transact all such other works, acts, matters, and things as the Company may think expedient or convenient in connection therewith.
6. To buy, sell, exchange, refine, repair, alter, improve, convert, manipulate, prepare for, market, import, export and otherwise deal in all kinds of plants, machinery, equipments, apparatus, tools, utensils, receptacles, substances, ingredients and components, materials, articles and things necessary or convenient for carrying on the business or processes of the Company and things capable of being used in connection with any business of the Company.
7. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, import or export high technology products such as micro processors, mini computers, word processors, image projectors and micro processor based systems.
8. To build, take on lease, purchase or acquire in any manner whatsoever any apartments, houses, flats, bungalows, raw houses, rooms and huts or other accommodation for office or residential use and to let or dispose of the same on any system on instalment payment basis, rent, purchase basis or by outright sale whether by private treaty or in any other mode of disposition all or any integral part thereof.
9. To provide long term finance to any person, or persons or cooperative society or association of persons or body of individual(s) or corporations or companies or other bodies for construction, purchase, enlarge, renovate, or repair of any house, flats, raw houses, bungalows, rooms, huts, used for office or residential purposes or to purchase any freehold or leasehold lands, estate or interest, in any property of whatsoever nature.

10. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or moveable property and any rights or privileges, which the Company may think necessary or convenient for the purposes of the business and in particular any land, building, easements, machinery, plant and stock- in-trade, and either to retain any property to be acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
11. To construct, improve, maintain, develop, work, manage, carry out, or control any buildings, factories or works, or any roads, ways, or other works and convenience, which may seem calculated directly or indirectly to advance the Company's interest and to contribute, to subsidise or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carry out or control thereof.
12. To act as shippers, underwriters, commission agents, advertising agents, travelling agents, forwarding and clearing agents, brokers and hardware merchandise connected with the business and objects of the Company.
13. To establish the branches or appoint agencies for or in connection with any of the objects of the Company, to carry on any business or branch of a business which the Company is authorised to carry on by means or through the agency of any subsidiary Company or Companies, and to enter into any arrangement with such subsidiary Company for taking the profits to and bearing the losses of any business or branch so carried on, or for financing any such subsidiary Company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily to close any such branch or business.
14. To manufacture, refine, prepare, extract, treat, purchase, sell, import, export, store, distribute or otherwise deal in either as principals or as agents or in collaboration with others all or any of the following viz. rice bran, oil cakes and seeds, nuts, deoiled brans and cakes crude oil, refined oil, perfumed and all other types of oils and extracting by-products thereof, manufacturers of hydrogenated, and all other types and kinds of ingredients for the attainment of objects herein contained.
15. To manufacture, treat, refine, prepare, sell, purchase, import, export, store, distribute, let on hire, alter, assemble, or otherwise deal in, either as principals, or as agents or in collaboration with others, all types of machinery and spares and accessories thereof, chemicals, and appliances for oil making and extracting by-products from oils, cattle and poultry feed, farm manure, hexane drums, barrels, tins, boxes, cases, bags and other containers, tools and implements and other allied materials for the attainment of objects herein contained.
16. To establish and maintain agencies, branch offices, and local registers and to procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnership or as may be thought desirable.
17. To appoint Directors or Managers of any subsidiary Company or of any other Company in which this Company is or may be directly or indirectly interested.
18. To take part in the supervision and control of the business or operation of any Company or undertaking and for the purpose to appoint and remunerate any Director, trustees, accountants, employees, or other experts or agents.
19. To purchase or otherwise acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm, body corporate, or corporation, carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of any property or rights suitable for the purposes of this Company.
20. To enter into any contract or arrangement with any Government, State or authorities, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government, State or authority, person or Company any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, execute and

comply with any such contracts, arrangements, rights, privileges and concessions.

21. To erect, construct, lay down, maintain, remove enlarge and alter any buildings, plant, works or offices necessary or convenient for the purposes of the Company or for other purposes and generally from time to time to provide all requisite accommodation and facilities thereof.
22. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
23. To let on lease or on hire-purchase system or to lend over and in any other manner deal with or dispose of the-undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other Company.
24. To amalgamate with any other Company whose objects are, or include objects similar to those of this Company whether by sale or purchase for fully or partly paid-up shares or otherwise, of the undertaking subject to the liabilities of this or any such other Company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares Or stock of this or any other Company as aforesaid or in any other manner.
25. Subject to provision of the Companies Act, 2013 and rules made thereunder and the regulations in respect thereof made by Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particulars by issue of debentures, debenture stock (perpetual or otherwise) and to secure repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the 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 by the Company or any other person or Company of any obligation undertaken by the Company or any person or Company as the case may be.
26. To issue and deposit any securities which the Company has power to issue by way of mortgage, to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose business or undertakings the Company is interested, whether directly or indirectly.
27. To lend and advance money or property with or without security or to give credit to such persons or companies and upon such terms as may seem expedient and as the Company may approve and in particular to customers and persons having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any persons or companies and generally to give guarantees and indemnities and generally to provide credit facilities to customers and others provided that the Company shall not carryon the business of banking as defined by the Banking Regulation Act, 1949.
28. To open current, cash-credit, overdraft or other bank accounts and to draw, make, accept, endorse, negotiate, discount and execute cheques, promissory notes, issue bills of exchange, bills of lading, warrants, debentures, and other negotiable instruments or transferable instruments or securities.
29. To accumulate funds and to invest or otherwise employ moneys belonging to the Company upon any shares, securities or other investments whatsoever upon such terms as may be thought fit and proper and from time to time to vary such investments in such manner as the Company may think fit.
30. To draw, make, accept, hold, endorse, execute, issue and otherwise deal in negotiable promissory notes, drafts, hundies, bills of exchange, bills of lading, warrants, and other negotiable or transferable instruments and securities or to purchase, subscribe for, underwrite, take or otherwise acquire and hold shares, stock, bonds, options, debentures, debenture-stock, or obligations in any other Company or Corporation or of any Government or State, and to give any guarantee or security for the payment of any principal sum, dividends or interest in relation thereto and to dispose of any such investments, or securities which may be surplus to the Company's

requirements.

31. To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, including shares with or without preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
32. To invest and deal with the moneys not immediately required by the Company in any investments, movable or immovable in such manner as may from time to time seem expedient and be determined.
33. To pay for any rights or property acquired by the Company and to remunerate any person or Company for services rendered or to be rendered in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
34. To accept payment of any property or rights sold otherwise disposed of or dealt with by the Company either in cash, on instalments or otherwise or in fully or partly paid-up shares of any Company or corporation, including shares with or without preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise or in debentures, or mortgage debentures or debenture-stock, mortgage or other securities of any Company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of, or otherwise deal in any shares, stock or securities.
35. To enter into partnership, or into any arrangement for sharing profits or losses, or for any union of interest, joint venture, reciprocal concession or co-operation with any person or persons, or Company or Companies carrying on, or engaged in any business which this Company is authorised to carry on.
36. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all States, territories, possessions, colonies, and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
37. To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company.
38. To carry on the business of financing industrial enterprises whether by way of making loans or advances to or subscribing to capital of private industrial enterprises in India.
39. To apply for, promote and obtain any act, charter, privilege, concession, licence, authorisation, if any, of Government, State or Municipality, Provisional order or licence of any authority for enabling the Company to carry on any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
40. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
41. To enter into Memorandum of understanding(s), contract(s), agreement(s), collaboration agreement(s), joint/ assisted sector agreement(s), or any other agreement or contract by whatsoever name called for the manufacture, sale, and /or development of markets in India and /or abroad for the items which the Company is entitled to produce and for any type of raw materials, minerals, substances, commodities, goods and other articles and things, with any Government

- Indian or Foreign, Central, State or Local Authority, State Industrial Development Corporation(s), International agency (ies) or Institution(s), body corporate(s), firm(s), person(s), and other concern(s) or constituted attorney(s).
42. To adopt such other means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, or any other media, by circulars, by purchase and exhibition or works of arts or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
  43. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable and either gratuitous or otherwise.
  44. To improve, manage, develop, sell, exchange, lease, mortgage, grant, licence, easements, and other rights, over and in any other manner deal with, turn to account, or dispose of, the undertaking, property, assets, rights, and effects of the Company, or any part thereof, for such consideration as the Company, may think fit, and in particular, for shares, debentures or securities of any other Company.
  45. To vest in movable or immovable property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
  46. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principal or otherwise.
  47. Subject to provision of the Companies Act, 2013, to make donations to such persons or institutions and in such cases and either in cash or any other assets as maybe thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to/of this Company, and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, public or cultural, educational or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or persons having dealings with the Company or the dependants, relatives or connection of such persons and in particular friendly or other benefit societies and to grant pension, allowances, gratuities and bonuses either by way of annual payments, or a lump sum and to make payments towards insurance and to form and contribute to provident /benefit funds and other welfare funds of or for such persons.
  48. To establish and maintain or procure the establishment and maintenance, building or dwelling houses or quarters, or any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations gratuities, pension allowances or emoluments, bonuses, profit sharing bonuses or benefits or any other payments, by creating and from time to time subscribing or contributing to provident fund institutions, funds, profits sharing or subscribing or contributing towards place of instruction and recreation, hospitals, dispensaries, medical and other attendance or assistance, to any persons who are or were at any time in the employment or service of the Company, or of any Company which is subsidiary of the Company, or of its predecessors in business or of persons having dealing with the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time Directors or officers of the Company or of any such other Company, as aforesaid, and the wives, families, dependants and connections of any such persons, and to also establish and subsidise and subscribe to any, institutions, associations, clubs or funds calculated to be for the benefit of or advance the interests and well-being of the Company or of any such other Company as aforesaid, and make payments, to or any of the matters aforesaid, either alone or in conjunction with any such other persons/company as aforesaid.

49. To create any depreciation funds, reserves, trade, development reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any purpose whatsoever conducive to the interest of the Company.
50. To distribute among the members of the Company dividends, including bonus shares (including fractional share certificates) out of profits, accumulated profits, or funds and resources, and distribute in specie or otherwise any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of winding up, subject to the provisions of the Companies Act, 2013.
51. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshop for scientific and technical research and experimentals and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and 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 for the remuneration of scientific or technical professionals or teachers and by providing for the awards or exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
52. To payout of the funds of the Company all expenses including preliminary expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or of any company promoted by the Company or any company in which the Company is or may contemplate being directly or indirectly interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
53. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patent, patent rights, brevetsd' invention, trade marks, designs, copy-rights, know-how, licences, concessions, industrial property, intellectual property and the like conferring any exclusive or non-exclusive or limited right to their use, application or exploitation or any secret or other information as to any calculated, directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
54. To sell any patent rights or privileges belonging to the Company or which may be acquired by it or any interest in the same and to grant licences for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any invention, patents or privileges in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any invention, patents and privileges in which the Company may be interested.
55. To promote, establish, improve, develop, administer, own and run agro industries, projects or enterprises or programmes for manufacture or production of plant, machinery, implements, accessories, tools, materials, substances, goods or things of any description which in the opinion of the Company will help the growth and modernisation of agriculture, horticulture, forestry, pisciculture, sericulture, apiculture, poultry farming and animal husbandry.
56. To promote, establish, improve, develop, administer, own and run industries, projects, enterprises or programmes for processing and preservation of agriculture produce, forest produce and products of pisciculture, sericulture, agriculture and of animal origin for purposes of increasing quality or availability or otherwise of goods' and subsidiary foods in all their forms and variations either for export or consumption in the country.
57. To cultivate, purchase, breed, raise, produce or otherwise acquire, invest in own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade, deal with any and all kinds

- of animals, commercial crops and agricultural products, and purchase, manufacture, produce, or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, deal in and deal with any and all articles or things manufactured, produced, resulting or derived in whole or in part from animals or agricultural products of any kind, whether to be used as food or in commerce, manufacture, the science, the arts or otherwise.
58. To carry on the business of producing, milling, extracting, refining, storing, exporting, importing, transporting and dealings in flour of all kinds and descriptions whatsoever and to construct and run flour mills of any kind or descriptions and to manufacture any by-products and food products of all kinds and description. To purchase, sell, import, export, manufacture, repair, assemble or otherwise deal in all machinery used in the manufacture of flour, dal, basin, biscuits, flakes, dalia and allied products. To purchase, sell, store or otherwise deal in wheat, paddy, and other grains, cereals, cotton, kapas, rice, seeds of all kinds and other raw materials necessary for and incidental thereto or conducive to the above objects or any of them.
  59. 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. Without prejudice to the generality of the foregoing Programme of rural development' shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Board consider it likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under the provisions of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be brought in force in future, as may be regarded by the Board as rural areas and the Board may at their discretion, in order to implement any of the above-mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Board may think fit and divest 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 institution or Trusts or Funds as approved by the Central Government or State Government or any other appropriate authority.
  60. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Board may consider to be social and moral responsibilities of the Company to the Public or any section of the public as also any activity which the Board consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Board may think fit, and the Board may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organising lectures or seminars likely to advance these objects or for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to proceed with their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust, etc., having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner, and the Board may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Board may think fit and divest 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 or Trusts or Funds as approved by the Central Government or State Government or any other appropriate authority.
  61. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things, incidental to or growing out of or connected with aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
  62. To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.

63. To produce, manufacture, refine, prepare, import and export, purchase, sell and generally to deal in all kinds of portland cement (Portland pozzolona cement, portland slag cement, portland rapid hardening cement, Portland high alumina, portland oil well cement, special cement, masonry cement, lime pozzolona cement etc.) cement products of any description (pipes, holes, asbestos, sheets, blocks, tiles, garden wares etc.) lime, lime stone, calcium carbonate, carbide, gypsum kankar and or bye products, allied chemicals thereof and in connection therewith to take on lease or acquire, erect, construct, establish, operate and maintain cement factories, quarries, workshops and other works.
64. To carry on in India, or elsewhere the trades and business on the survey, prospecting and providing cement grade like stone deposits, asbestos and to start consultancy services for technical, management and marketing to or of cement industry.
65. To carry on any business relating to manufacture, fabrication and sale of various machineries and their components, spares for the cement industry.
66. To carry on business of manufacturers, processors, refiners, converters, producers, exporters, traders, sellers, agents in various kinds and forms of precipitated and/or activated calcium carbonate, hydrated lime and other allied products, or manufactured partly or fully from calcium carbonate, hydrate, lime, lime stone or lime, calcium carbide and other products, chemicals or gases made from or based on one or more of the products mentioned herein.
67. To procure, manufacture, prepare and otherwise deal in poly vinyl chloride and plastic based products such as HDP bags, polythene bags, sacks, to prepare, to manufacture and otherwise deal in poly vinyl chloride and plastic based products such as polythene bags, sacks, sheets and tiles, tubes and pipes, PVC steering, beedings, threads, films, fabrics, fibres, consumer goods such as curtains, toys, gramophone records, watch straps, sanitary wares, insulated wires and cables, carpet backing, plastic carpet, industrial tapes, conveyor belinq, treated papers, projection coatings and other types of plastic goods and products, ancillary and auxiliary material and derivatives, intermediates and composition and to maintain and work mills, factories, workshops and do consultancy job for the said purpose:
68. To carry the business/to manufacture and otherwise deal in packing, packing requisites made of polythene and synthetic material, cartons made of card board, straw board, wood glass or other material, rubber metal, glass or plastic containers as also containers of any other material or substances.
69. To manufacture and otherwise deal in all kinds of plastic ware, plastic polymerite, vinyl asbestos and solid vinyl ware, fibre glass ware and other synthetic and all other appliances and convenience required for the manufacture, examination, storage, sale and purchase of products and to manufacture, refine, treat, cure, subject to any process, prepare, import, export, purchase, sell, treat and generally deal in any other products which may be essential for fitting or fixing the above products or bye- products or may in any way be similar to the above products.
70. To manufacture, fabricate, assemble, import, export, buy, sell or otherwise deal in plastic and rubber injection, moulding, compression moulding, blow moulding, vacuum forming, calendaring and also undertake fabrication from polythene, polythene foams, polyester, fibre glass, compounds and other polymeric material.
71. To manufacture, buy, sell, import, export, assemble or otherwise deal in hospital equipments, laboratory equipments etc.
72. To conduct, carry on and manage the business of manufacturers and traders of whisky, gin, rum, brandy and general distillers, compounds and refiners, merchants, exporters, importers, brokers, bottlers, sale agents and general traders in relation to the marketing and distribution, at home and abroad, of sprits, wines, liquors and all other products derived from mat, sugar, grapes, apples and other similar substances and generally to undertake, perform and carry out all or any of the operations ordinarily undertaken by distillery proprietors, wine growers, contractors and shippers or

by persons or companies engaged in such business.

73. To construct, purchase, acquire, develop and take over from time to time restaurants, bars, liquor vends, bonded warehouses, wholesale and retail vends of foreign liquor, cafeterias, milk bars, bakeries, shops, catering establishments, petrol pumps, repair workshops, emporia, tourist bangalows, hotels, huts, motels, guest houses, entertainment projects and other places of tourist, archaeological and historic interest in India or abroad with all or any of the rights, licences and businesses for the purposes of lodging and boarding, stay comfort and entertainment excursion sight-seeing trips purchase, produce, distribute and sell tourist publicity materials and to do all other incidental and consequential works related to above.
74. To carryon business as printers and publishers including of newspapers, books and journals as well as producers, distributors, importers, exporters, exhibitors and financiers of cinematographic films, proprietors, hirers of and managers of cinema halls, theatres, picture palaces, dance halls, music halls, studios, touring talkies and other buildings and places of entertainments of all kinds and to manufacture, own, acquire, provide, secure, arrange, or deal in films and photographic paper and equipment, camera, sound recording, musical, lighting appliances, instruments, equipments and machines and to construct, establish, own, hire or otherwise acquire and to manage, let out free on rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls etc.
75. To carryon the business of printers, publishers, stationers, lithographers, stereotyper, electrotypers, phonographers, printers, lithographers and engravers, die, sinking, book binders, designers, draftsman, paper and ink manufacturers, envelope manufacturers, account book manufacturers, machine rulers, numerical printers, bag makers, card board manufacturers, ticket manufacturers, calendars and book sellers, dairy printers, dealers in playing, visiting, railway, festive, complementary, wedding or other ceremonial cards or fancy cards or varieties, dealers in stamp, parchment and agents for the payment of stamp and other duties.
76. To carryon the business of manufacturing, processing, re-processing, altering, re-rolling, melting, forging, grading, machining, mining, converting, preparing, formulating, dealing, buying, selling, storing, importing, exporting of all kinds and varieties of steel, special steel, stainless steel, carbon steel, mild sheet, iron steel, iron store, iron ore, galvanised products, tin products, ferrous and non-ferrous metals, high carbon and low carbon alloys, and raw metals, pig iron, sponge iron and to manufacture, design, deal in all kinds of steel wires, copper wires, cables and wires of all ferrous and non-ferrous metals and their components, iron and steel makers, iron masters, steel founders, machine tools or parts and equipments, engineering goods & machinery, fixtures, founders and manufacture of ferro maganese, colliery proprietors and coke manufacturers.
77. To carryon the business of mechanical, electrical, technical, commercial or general engineers in connection with all branches of trade and to carryon the business of brass founders, metal workers, boiler makers, mill wrights, machinists, iron and steel converters, smiths, wood workers, chemists, metallurgists, commission agents and merchants and to buy, sell, manufacture or cause to be manufactured, repair, convert, alter, let on hire and deal in metals, castings, machinery, implements, rolling stock and hard-ware of all kinds and to carryon any other business (manufacturing or otherwise) in any part of the world which may seem to the Company capable of being conveniently carried on in connection with the above.
78. To manufacture, produce, buy, sell, import, export, stock and deal in machine tools, grinding machines, automatic lathes, drilling machines, planning machines, Plano grinders, machinery, electric motors, electrical equipments, electric meters, cables, wires, switch-gears, flame and drip proof motors, regulator of all types, electric, kilowatt hour meters, magnets, industrial jewels, ammatures volt- meters, electrical or non electric, die casting, screws, nuts and bolts, transformers of all types, circuit breakers, hoists, elevators, gears, trolleys and coaches, winches, air compressors, welders, refrigerators, switches, electric transmission towers, poles, tubes, insulating materials, conductors, fuse and fuse wires, adopter, domestic washing machines, magnetic materials, sports goods and allied items, sewing machines, watches and clocks, household appliances and component parts thereof.
79. To manufacture, import, export, buy, sell and deal in all kinds of semiconductors and rectifiers including selenium and silicon rectifiers, stacks, cartridges and photovolotaic cells, contact

- protectors, silicon diodes, capacitors, voltage regulation and the components of semiconductors and rectifiers, cartridges, photovoltaic cells, diodes and such other equipments.
80. To carry on the business as manufacturers, producers, dealers, traders, importers, exporters, stockists, distributors, or agents in writing pen, pencils, fountain pen, ball point pen, sign pen, colour pencils, tubes and tablets, pins, erasers, ink, clips, rulers, paper pulp, newsprint, board, envelopes, card, dies, letter-heads, forms, files, stamps, books, bags, cases, covers, racks, cabinets, numerical printers, adhesive tapes, gums, duplicators, typewriters, calculators, accounting and inter communication machines and all kinds of office, domestic, industrial and educational stationery equipments, appliances, furniture, instruments, gadgets, devices and stores.
  81. To manufacture, export, import, buy, sell, and deal in voltaic, battery cell, power pack of storage batteries and battery eliminators of different types required for or used in domestic, household, industrial, commercial, agricultural, mining, hospital, surgical or scientific appliances, machinery, apparatus or accessories and railways, tramways, automobiles and other vehicles, air craft, boats, ships, defence establishments, army, navy, and air force for wireless, radios, torches, toys, personal aids and other appliances working on business as manufacturers of and dealer in torches, toys, personal aids and other appliances working on such batteries and such items and goods which may be useful, skin or otherwise connected with anyone or more of the aforesaid items or products.
  82. To own, purchase, take on lease, hire or exchange or otherwise acquire any estate, land, tea garden, orchards, groves, plantations and farms and to carry on business as cultivators, growers, producers, planters, manufacturers, buyers, sellers, dealers, importers, exporters, agents, brokers, traders or stockists of tea, coffee, coconut, spices, cardamom, jute, hemp, cotton, sugarcane, linseed, oil seeds, wheat and other grains and any kind of horticulture, food or beverage product or products.
  83. To carry on the business as producers, makers, dealers analysers, investigators and consultants in public health and environmental engineering, water, sewerage, effluent treatment, water, air and land pollution control, industrial engineering and for the purpose to carry on civil, structural, mechanical, chemical, electrical, metallurgical, hydraulic, ecological or any other branches of engineering and science and to develop and/or provide technical or industrial know-how, formula, process and applied technology and to act as engineers, planners, designers, technical advisors, analysers, investigators, consultants, contractors, builders, fabricators, founders, manufacturers and suppliers of all kinds of plants, machineries, apparatuses, implements, rolling stocks, chemicals and their derivative products or substances necessary, allied, auxiliary or ancillary thereto and to undertake and execute any contract in connection with the main objects and to buy, sell, import, export, build, process, manufacture, fabricate, alter, repair, convert, let on hire and deal in all or any of them and to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with all or any of the aforesaid business or is calculated directly or indirectly to benefit the same.
  84. To carry on business as manufacturers, dealers, importers, exporters, stockists or distributors of razors, safety razors, blades, shaving set, lotions, creams, soaps or other materials and utilities.
  85. To carry on business of advertisements and publicity agents and contractors in various ways and manners including outdoor and in newspapers, magazines, books, screens, slides, walls, buses, railways and other transport vehicles and public places, audio visual display and to prepare, advise, manufacture and construct advertising devices and to publish or advertise the same through any media whatsoever.
  86. To carry on the trades or business of manufacturers of and dealers in explosives, ammunition, fireworks and other explosive products and accessories, of all kinds and of whatsoever composition and whether for military, sporting, mining or industrial purposes, or for pyrotechnical display or for any other purpose, and to carry on business as importers, exporters, buyers, sellers, dealers and commission agents, in explosives, explosive accessories, other machineries and to erect buildings, magazines, explosive vans and to carry on any business capable of being conducted so as to directly or indirectly benefit the Company.

87. To carry on the business of manufacturing, assembling, repairing, buying, selling, exchanging, altering and exporting, letting on hire, distributing or dealing in all kind of and description of fluid control products, piston, valves, ball valves, level indicators and all other types and ranges of valves and components, spare parts, stores, and accessories and fitting appliances, apparatus of all kinds and all things capable of being used therewith or in the manufacturing and maintenance for working thereof respectively.
88. To carry on the business of manufacturers, buyers, sellers, storers, warehousemen, importers, exporters, dealers in all types, kinds and descriptions of vehicles, automobiles, vessels, carriers whether moved and run by mechanical, electrical, steam diesel, petrol or other power or not and parts, accessories, fittings, implements and machinery(ies) thereof.
89. To carry on the business of manufacturers or dealers in hirers, repairers, cleaners, storers and warehousemen, exporters and importers of all sealing products, including gaskets, friction materials, brake linings, clutch facings, components for general industrial use and for the automotive industry and in particular for motor cars, lorries, scooters, motor cycles, and other two-wheelers, aeroplanes, bicycle and carriages, amphibious vehicles suitable for propulsion on land, sea or in the air, or in any combination thereof, and vehicles of all kinds whether moved by mechanical power or not.
90. To carry on the business of iron foundries, mechanical engineers, manufacturers of all types of internal combustion engines, including oil and petrol engines, gas turbines, steam turbines, boilers, locomotives, road rollers, automobile, trucks, tractors, agricultural implements and pumps, machine tool makers, brass foundries, metal workers, iron and steel converters, smiths, wood workers and metallurgists, and to buy, sell, repair, convert, alter, export, import, let on hire and deal in machinery, implements and hardware of all kinds.
91. To manufacture and/or produce and/or otherwise engage generally in the manufacture or production of or dealing in all types of pipes and tube products, fittings and bye products and the sale, dealing and fabrications of steel and iron or non-ferrous metal and bye-products and to do all acts and things necessary or required in the premises.
92. Without prejudice to the generality of the other powers of the Company:
  - a) to mine, quarry, smelt, refine, manufacture, process, fabricate, purchase or otherwise acquire, sell or otherwise dispose of or deal in ores, metals and compounds, metal goods, wares and product of all kinds, chemicals, chemical compounds, metal goods, wares and products of all kinds, chemicals, chemical compounds and metals, minerals or other materials of every kind needed for or resulting from the mining, production or processing of iron and steel or other ferrous or non-ferrous metals and metal products of every kind.
  - b) to make or cause to be made studies, reports and tests to determine the desirability and feasibility of establishing an integrated metal fabrication business in the Union of India or to determine the desirability and feasibility of establishing plants, factories, and other facilities at various locations to serve such a metal fabrication business.
93. To manufacture, prepare, import, export, buy, sell and otherwise deal in all kinds of glass including sheet glass, plate glass, wired glass, figured glass, laminated safety glass, toughened glass and all sorts of glass and glassware, glass goods, mirrors, looking glass, scientific glasswares, sheet and plate glass wares, bangles, false pearls, bottles, and all kinds of articles prepared of glass and to carry on the business of glass leveller, patent solver, glass embosser ecclesiastical lead worker, glass tablet, show card and show case manufacturer.
94. To carry on the business as importers, exporters, manufacturers and dealers in tooth-pastes and toothpowders of all kinds and description and tooth brushes of every size, shape and description, and for that purpose to set up, purchase, import or otherwise acquire plant and machinery and to run and maintain all such plants and machinery and to act as agents of any Indian or foreign manufacturers of any such goods for sale thereof subject to the law of land of such goods under any brand name or otherwise and to do all such acts or things incidental or ancillary to the aforesaid business.

95. To carry on the business of purchasing, letting, taking on lease or hire or finance, hire purchase requirements or undertake hire purchase arrangements or selling under hire purchase system or otherwise in any part of India or abroad all kinds and descriptions of machinery, plants, tools, jigs and fixtures, agricultural machinery, ships, trawlers, vessels, barges, automobiles and vehicles, office equipments, telecommunication equipments, construction machinery, electrical or electronic goods, computers, peripherals, and equipments, aircrafts, airconditioning plants and all types of goods, merchandise and services and to render leasing, consultancy and advisory services in the field of financial and equipment leasing for the attainment of its objects
96. To negotiate and/or enter into agreements and contracts with individuals, companies, corporations and other such organisations, in India or abroad for obtaining or providing technical, financial or any other such assistance for carrying out all or any of the objects of the company and also for the purpose of activating, research and development of manufacturing projects on the basis of know-how and/or financial participation and for technical collaboration and to acquire or provide necessary formulae and patent rights for furthering the main object of the company.
97. To adopt such means of making known the business of the Company as may seem expedient.
98. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing bonus, benefits or any other payment to persons who are or were at any time in the employment or service of the Company, its predecessors in business or of any Company, which is a subsidiary of the Company or is allied to or associated with the company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or any of such other Company as aforesaid and the wives, widows, families, dependents or connection of any such person and to provide for the welfare of all or any of the aforesaid persons, from time to time, by subscribing, subsidising or contribution to any institution, association, funds, clubs, trust, profits sharing or other schemes and by building, contributing to the building or dwelling houses or quarters and by providing, subscribing or contributing towards recreation, hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance as aforesaid either alone or in conjunction with any such other company as aforesaid.
99. To acquire from any person firm or body corporate whether in India or elsewhere technical information, Know-how, processes, engineering, manufacturing and operating data, plans, lay outs and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire or grant any licence and other rights and benefits in the foregoing matters and things.
100. To invest other than investment in Company's own shares, the surplus funds of the Company, from time to time, in Government securities or in other securities as may from time to time, be determined by the directors and from time to time, vary all such investment and to execute all assignments, transfers, receipts, and documents that may be necessary in that behalf.
101. To give to any director, officers, servants, or employees of the Company any shares or interest in the profits of the Company's main business by way of commission or otherwise or any subsidiary company or not, and for that purpose to enter into any arrangements which the Company may seem expedient.
102. To carry on business which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for financing any such subsidiary or guaranteeing its liabilities or to make any other arrangements. Which may seem desirable with reference to any other business or branch so carried on with power at any time to close any such business or branch either temporarily or permanently and or to appoint Director or Managers of any such subsidiary company .
103. To carry on the business as manufacturers of or dealers in or stockists, importers and exporters of packing materials, cartons, containers, boxes and case made of paper, boards wood glass, plastic,








pulp, cellulose films, polythelene rubber metals, metal foils, gelatin, tin flexible treated laminated or other materials.



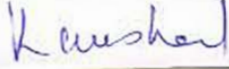

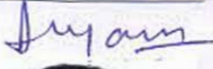

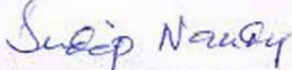

104. To carry on business as manufacturers of or dealers as stockists, importers and exporters of bottles, jars fiber, boxes, corrugated containers, aluminium foils of all types, wooden drums packing cases, rods wires, ropes, stripes, conductors, equipments required for generation, distribution and transmission of electric energy cables, motors, fans, furnances, batteries and accumulators.
  105. To act as trustees, executors, administrator, attorney, nominees and agents and to undertake and execute trusts of all kinds and (subject to compliance with any statutory condition) to exercise all the power of custodian trustees and trust corporations.
  106. To procure or develop and supply and patents inventions, models, design, scientific or industrial formulas or processed.
  107. To Procure or develop and supply technical Know-how for the manufacture or processing of goods, materials or in the installation or erection of machinery or plant for such manufacture or processing or in the working of mines, oil wells or other sources of minerals deposits, or in search for or discovery or testing of minerals deposits, or in search for or in carrying out any operations relating to agriculture, animal husbandary, dairy, or poultry farming, forestry or fishing or finishing or rendering services in connection with the provision of such technical knowhow.
  108. To carry on the business of cotton spinners and doubler flax, hemp and jute spinners liner and cloth manufactures flux, hamp, jute and wood merchants, wood combers, worsted spinners, yarn merchants, worsted stuff manufacturers, bleaches and dyers and makers of vinyl, bleaching and dyeing materials.
  109. To advance, deposit or lend/money, securities and properties to or with any Company, body corporate, firms, persons, or association with or without security and on such terms as may be determined, from time to time, However the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949.
  110. To carry on the business as Managers to issues, management stock, Government consultants underwriters and brokers or stock, debentures bonds and Units of Unit Trust of India.
  111. To buy, sell, manufacture, refine, manipulate, export, import and all other articles and things which can or may conveniently be used for the manufacture of or in connection with all such articles and things as aforesaid and deal in all substances apparatus and things capable of being used in any of the aforesaid business or required by any customers.
- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. \*The Authorized Share Capital of the Company is Rs. 20,05,00,000 (Rupees twenty crores five lakhs only) divided into 2,00,50,000 (Two crores and fifty thousand) Equity Shares of Rs. 10/- (Rupees ten only) each.

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\*Amended in terms of the Scheme of Arrangement between DCM Limited ('Demerged Company') and DCM Nouvelle Ltd. ('Resulting Company') and their respective shareholders and creditors as sanctioned by the Hon'ble National Company Law Tribunal, Principal Bench, New Delhi vide its Order dated May 1, 2019.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:—

Sl. No.	Name, Addresses, descriptions and occupations of subscribers	No. of equity Shares taken by each Subscriber	Signatures of subscriber	Signature, Name, address, description and occupation of witness
1	<p>DCM Limited Having its Registered Office at Vikrant Tower 4, Rajendra place New Delhi - 110008 presently through its Chairman &amp; managing director Dr. Vinay Bharat Ram S/o Bharat Ram R/o B-69 Paschim marg Rasant Vihar New Delhi - 110059 (Business)</p>	<p>49,940 (forty nine Thousand Nine hundred forty)</p>	<p>For DCM LIMITED  Chairman &amp; Managing Director </p>	<p>Witness to subscriber, who have subscribed and signed in my presence at New Delhi on 06/10/16 further I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars as filled in - KAPOOR CHAND GARY Company Secretary in whole time practice M.No 7115 102, Gang Chamber 6/11 WEA Karol Bagh New Delhi 110005</p> 
2	<p>Hemant Bharat Ram (Nominee of DCM Limited) S/o - Dr. Vinay Bharat Ram R/o - B-26 Westend Colony Near Mount Carmel School New Delhi - 110021 (Service)</p>	<p>10 (Ten)</p>	<p> </p>	<p>Witness to subscriber, who have subscribed and signed in my presence at New Delhi on 06/10/16 further I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars as filled in - KAPOOR CHAND GARY Company Secretary in whole time practice M.No 7115 102, Gang Chamber 6/11 WEA Karol Bagh New Delhi 110005</p>
3	<p>Rakesh Goel (Nominee of DCM LTD) S/o Om Parkash Goel R/o 1-officers &amp; Colony DCM Textiles, Hisar, Haryana - 125001 (Service)</p>	<p>10 (Ten)</p>	<p> </p>	<p>Witness to subscriber, who have subscribed and signed in my presence at New Delhi on 06/10/16 further I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars as filled in - KAPOOR CHAND GARY Company Secretary in whole time practice M.No 7115 102, Gang Chamber 6/11 WEA Karol Bagh New Delhi 110005</p>

Sl. No.	Name, Addresses, descriptions and occupations of subscribers	No. of equity Shares taken by each Subscriber	Signatures of subscriber	Signature, Name, address, description and occupation of witness
4	Bir Chand Jatawal (Nominee of DCM Limited) S/o Malaram Jatawal R/o B-5 Officer Col. DCM Textile Mill Hisar Haryana 125001 (Service)	10 (Ten)	 	<p>I holdness to subscriber who have subscribed and signed in my presence at New Delhi on 06/10/2016 further I have verified their identity details (ID) for their identification and satisfied my self of their identification particulars as filled in - KAPOOR CHAND GARY Company secretary in whole time practice M.No. 9145 102 Gang chamber 6/11 HEA Karol Bagh New Delhi 110005</p>
5	Vivek Raushad (Nominee of DCM Limited) S/o - Sh. Satpal Raushad R/o - 12.70, Urban Estate Phase-1, Jalandhar, Punjab 144022 (Service)	10 (Ten)	 	
6	Poonam Sathdeva (Nominee of Dcm Limited) R/o 292, GH-14, MIG FLATS, Paschim Vihar, Delhi - 110087 (Service)	10 (Ten)	 	
7	Sudip Nandy (Nominee of DCM Limited) S/o Asit Nandy R/o B-7, officers colony DCM Textiles Hisar Haryana - 125001 (Service)	10 (Ten)	 	
Total		50,000 (Fifty thousand)		

Date - 06/10/2016  
Place - New Delhi

THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
**ARTICLES OF ASSOCIATION OF  
DCM NOUVELLE LIMITED**

**TABLE 'F' EXCLUDED**

- |    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                               |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| 1. | <p>(1) The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.</p> <p>(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.</p> | <p>Table 'F' not to apply</p> <p>Company to be governed by these Articles</p> |
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**Interpretation**

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|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. | <p>(1) In these Articles –</p> <p>(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.</p> <p>(b) "Articles" means these articles of association of the Company or as altered from time to time.</p> <p>(c) "Board of Directors" or "Board", means the collective body of the directors of the Company.</p> <p>(d) "Company" means <b>DCM Nouvelle Limited</b>.</p> <p>(e) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act</p> <p>(f) "Seal" means the common seal of the Company.</p> <p>(2) Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.</p> <p>(3) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.</p> | <p>"The Act"</p> <p>"The Articles"</p> <p>"The Board of Directors" or "The Board"</p> <p>"The Company"</p> <p>"The Rules"</p> <p>"The Seal"</p> <p>"Number" and "Gender"</p> <p>Expressions in the Articles to bear the same meaning as in the Act</p> |
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- (4) The marginal notes hereto are inserted for convenience and shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith

### Share capital and variation of rights

- 3 The Authorised Capital of the Company is or shall be such amount as stated in Clause V of the Memorandum of Association of the Company, for the time being or as may be varied, from time to time, under the provisions of the Act, and divided into such numbers, classes and descriptions of shares and into such denominations as stated therein. The Company has power, from time to time, to increase or reduce or classify or reclassify or cancel its capital and to issue any shares in the original or new capital as equity or preferred shares and to attach thereto respectively such preferential, cumulative, convertible, guarantee, qualified or other special rights, privileges, priorities, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company or the legislative provisions, for the time being in force, in that behalf. Authorized Capital
4. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Shares under control of Board
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. Directors may allot shares otherwise than for cash
6. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: Kinds of Share Capital
- (a) Equity share capital:
- (i) with voting rights; and / or
- (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
- (b) Preference share capital
- 7 (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide - Issue of certificate
- (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.	
	(2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.	Certificate to bear seal
	(3) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.	One certificate for shares held jointly
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 dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.	Option to receive share certificate or hold shares with depository
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 Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.	Issue of new certificate in place of one defaced, lost or destroyed
10.	The provisions of the foregoing Articles relating to issue of certificates shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.	Provisions as to issue of certificates to apply <i>mutatis mutandis</i> to debentures, etc.
11.	(1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.	Power to pay commission in connection with securities issued
	(2) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.	Rate of commission in accordance with Rules
	(3) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.	Mode of payment of commission
12.	(1) 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.	Variation of members' rights

	(2) To every such separate meeting, the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply.	Provisions as to general meetings to apply <i>mutatis mutandis</i> to each meeting
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 <i>pari passu</i> therewith.	Issue of further shares not to affect rights of existing members
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.	Power to issue redeemable preference shares
15.	(1) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to <ul style="list-style-type: none"> <li>(a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or</li> <li>(b) employees under any scheme of employees' stock option; or</li> <li>(c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above</li> </ul>	Further issue of share capital
	(2) 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.	Mode of further issue of shares
<b>Lien</b>		
16.	(1) The Company shall have a first and paramount lien - <ul style="list-style-type: none"> <li>(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</li> <li>(b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:</li> </ul> <p>Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p>	Company's lien on shares
	(2) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.	Lien to extend to dividends, etc.
	(3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.	Waiver of lien in case of registration
17.	(1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.	Validity of sale

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| (2) | The purchaser shall be registered as the holder of the shares comprised in any such transfer.                                                                                                                                                                                                                                                                                                                                                                                                                                     | Purchaser to be registered holder                                          |
| (3) | 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.                                                                                                                                                                                            | Validity of Company's receipt                                              |
| (4) | 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.                                                                                                                                                                                                                                                                                                                  | Purchaser not affected                                                     |
| 18. | (1) 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                                                                                                                                                                                                                                                                                                                                                       | Application of proceeds of sale                                            |
|     | (2) 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.                                                                                                                                                                                                                                                                                                                           | Payment of residual money                                                  |
| 19. | In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim. | Outsider's lien not to affect Company's lien                               |
| 20. | The provisions of these Articles relating to lien shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.                                                                                                                                                                                                                                                                                                                                                                                | Provisions as to lien to apply <i>mutatis mutandis</i> to debentures, etc. |

#### Calls on shares

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| 21. | (1) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. | Board may make calls               |
|     | (2) 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.                                            | Notice of call                     |
|     | (3) 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 in any circumstances                                                                        | Board may extend time for payment  |
|     | (4) A call may be revoked or postponed at the discretion of the Board.                                                                                                                                                                                                     | Revocation or postponement of call |

22.	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.	Call to take effect from date of resolution
23.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of joint holders of shares
24.	<p>(1) 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.</p> <p>(2) The Board shall be at liberty to waive payment of any such interest wholly or in part</p>	<p>When interest on call or instalment payable</p> <p>Board may waive interest</p>
25.	<p>(1) 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.</p> <p>(2) 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.</p>	<p>Sums deemed to be calls</p> <p>Effect of non-payment of sums</p>
26.	<p>The Board -</p> <p>(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</p> <p>(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member</p> <p style="padding-left: 40px;">(i) any right to participate in profits or dividends or</p> <p style="padding-left: 40px;">(ii) 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.</p>	<p>Payment in anticipation of calls may carry interest</p>
27.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment 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.	Instalments on shares to be duly paid
28.	<p>All calls shall be made on a uniform basis on all shares falling under the same class.</p> <p><i>Explanation:</i> Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.</p>	<p>Calls on shares of same class to be on uniform basis</p>

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| 29. | Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. | Partial payment not to preclude forfeiture                                  |
| 30. | The provisions of these Articles relating to calls shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.                                                                                                                                                                                                                                                                                                                                           | Provisions as to calls to apply <i>mutatis mutandis</i> to debentures, etc. |

**Transfer of shares**

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| 31. | <p>(1) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee</p> <p>(2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</p>                                                                                                                                                                                                                                                  | Instrument of transfer to be executed by transferor and transferee                       |
| 32. | <p>The Board may, subject to the right of appeal conferred by the Act decline to register-</p> <p>(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>(b) any transfer of shares on which the Company has a lien.</p>                                                                                                                                                                                                                                                                                      | Board may refuse to register transfer                                                    |
| 33. | <p>In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless -</p> <p>(a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;</p> <p>(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</p> <p>(c) the instrument of transfer is in respect of only one class of shares</p> | Board may decline to recognise instrument of transfer                                    |
| 34. | <p>On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>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.</p>                                                                                                                       | Transfer of shares when suspended                                                        |
| 35. | The provisions of these Articles relating to transfer of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.                                                                                                                                                                                                                                                                                                                                                                                                     | Provisions as to transfer of shares to apply <i>mutatis mutandis</i> to debentures, etc. |

### Transmission of shares

36.	<p>(1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares</p> <p>(2) Nothing in clause (1) 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.</p>	<p>Title to shares on death of a member</p> <p>Estate of deceased member liable</p>
37.	<p>(1) 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 -</p> <p style="margin-left: 40px;">(a) to be registered himself as holder of the share; or</p> <p style="margin-left: 40px;">(b) to make such transfer of the share as the deceased or insolvent member could have made</p> <p>(2) 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.</p> <p>(3) 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.</p>	<p>Transmission Clause</p> <p>Board's right unaffected</p> <p>Indemnity to the Company</p>
38.	<p>(1) 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.</p> <p>(2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>(3) 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.</p>	<p>Right to election of holder of share</p> <p>Manner of testifying election</p> <p>Limitations applicable to notice</p>
39.	<p>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:</p> <p>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.</p>	<p>Claimant to be entitled to same advantage</p>
40.	<p>The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.</p>	<p>Provisions as to transmission to apply <i>mutatis mutandis</i> to debentures, etc.</p>

### Forfeiture of shares

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|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| 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 or any money in respect of any share 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 | If call or instalment not paid notice must be given                    |
| 42. | The notice aforesaid shall:<br>(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and<br><br>(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.                                                                                                                                                                                                                                        | Form of notice                                                         |
| 43. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.                                                                                                                                                                                                                                                                                                                                                    | In default of payment of shares to be forfeited                        |
| 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.                                                                                                | Receipt of part amount or grant of indulgence not to affect forfeiture |
| 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 members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.                                                                                                                                                                                                                                                                          | Entry of forfeiture in register of members                             |
| 46. | The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.                                                                                                                                                                                                                                                                                                                                                                                                                | Effect of forfeiture                                                   |
| 47. | (1) A forfeited share shall be deemed to be the 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 thinks fit.<br><br>(2) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.                                                                                                                                                                          | Forfeited shares may be sold, etc.<br><br>Cancellation of forfeiture   |
| 48. | (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, 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.                                                                                                                                                                                                                                                                                                       | Members still liable to pay money owing at the time of forfeiture      |
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	(2) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.	Member still liable to pay money owing at time of forfeiture and interest
	(3) 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.	Cesser of liability
49.	(1) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;	Certificate of forfeiture
	(2)The Company may receive the consideration, if any, given for the share on any sale, 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;	Title of purchaser and transferee of forfeited shares
	(3)The transferee shall thereupon be registered as the holder of the share; and	Transferee to be registered as holder
	(4)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	Transferee not affected
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.	Validity of sales
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.	Cancellation of share certificate in respect of forfeited shares
52.	The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.	Surrender of share certificates
53.	The provisions 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 the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.	Sums deemed to be calls
54.	The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.	Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.

### Alteration of capital

55. Subject to the provisions of the Act , the Company may, by ordinary resolution - Power to alter share capital
- (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;  
Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;
  - (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.
56. Where shares are converted into stock: Shares may be 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 “shareholder”/“member” shall include “stock” and “stock-holder” respectively.
57. The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, – Reduction of capital
- a) its share capital; and/or
  - b) any capital redemption reserve account; and/or
  - c) any securities premium account; and/or
  - d) any other reserve in the nature of share capital.

### Joint Holders.

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

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|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|
| (a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Death of one or more joint- holders                                                              |
| (b) On the death of any one or more of such joint- holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.                                                                                                                                                                                                                                                                                                                                                             | Death of one or more joint- holders                                                              |
| (c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Receipt of one sufficient                                                                        |
| (d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.                                                                                                                                                                                                                                                                                                                                                                                                           | Delivery of certificate and giving of notice to first named holder                               |
| (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. | Vote of joint-holders                                                                            |
| (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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Executors or administrators as joint holders                                                     |
| (f) The provisions of these Articles relating to joint holders of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company registered in joint names.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Provisions as to joint holders as to shares to apply <i>mutatis mutandis</i> to debentures, etc. |

### Capitalisation of profits

59. (1) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve –
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the 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 (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) 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, unissued 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) herein above and partly in that specified in sub-clause (B) herein above.
- (3) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
60. (1) 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 capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
- (b) generally do all acts and things required to give effect thereto.
- (2) 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 authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.

Capitalisation

Sum  
how  
applied

Powers of the  
Board for  
capitalisation

Board's power to  
issue fractional  
certificate/coupon  
etc.

- (3) Any agreement made under such authority shall be effective and binding on such members. Agreement binding on members

#### **Buy-back of shares**

61. Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities. Buy-back of shares

#### **General meetings**

62. All general meetings other than annual general meeting shall be called extraordinary general meeting. Extraordinary general meeting
63. The Board may, whenever it thinks fit, call an extraordinary general meeting. Powers of Board to call extraordinary general meeting

#### **Proceedings at general meetings**

64. (1) 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. Presence of Quorum
- (2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant. Business confined to election of Chairperson whilst chair vacant
- (3) The quorum for a general meeting shall be as provided in the Act. Quorum for general meeting
65. The Chairperson of the Board shall preside as Chairperson at every general meeting of the Company. Chairperson of the meetings
66. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting. Directors to elect a Chairperson
67. 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. Members to elect a Chairperson
68. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman/Co-Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a casting vote or second vote in addition to his own vote or votes to which he may be entitled as a member. Resolution how decided in case equality of votes
69. (1) The Company shall cause minutes of the proceedings of every general meeting of any class of members or shareholders 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. Minutes of proceedings of meetings and resolutions passed by postal ballot
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	(2) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting -	Certain matters not to be included in Minutes
	(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.	
	(3) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.	Discretion of Chairperson in relation to Minutes
	(4) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	Minutes to be evidence
70.	(1) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:	Inspection of minute books of general meeting
	(a) be kept at the registered office of the Company; and	
	(b) be open to inspection of any member without charge, during such time as may be decided by the Board.	
	(2) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above.	Members may obtain copy of minutes
71.	The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.	Powers to arrange security at meetings
	<b>Adjournment of Meeting</b>	
72.	(1) The Chairperson may, <i>suo motu</i> , adjourn the meeting from time to time and from place to place.	Chairperson may adjourn the meeting
	(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	Business at adjourned meeting
	(3) 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	Notice of adjourned meeting
	(4) 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	Notice of adjourned meeting not required

## Voting rights

73.	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.	Entitlement to vote on show of hands and on poll
74.	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.	Voting through electronic means
75.	(1) 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.  (2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Vote of joint-holders  Seniority of names
76.	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.	How members non compos mentis and minor may vote
77.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members, etc.
78.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	Business may proceed pending poll
79.	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.	Restriction on voting rights
80.	(1) 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.  (2) 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.	Member may vote in person or otherwise  Proxies when to be deposited
81.	An instrument appointing a proxy shall be in the form as prescribed in the Rules.	Form of proxy
82.	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:	Proxy to be valid notwithstanding death of the principal

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

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| 83. | The number of Directors of the Company shall not be less than three (3) and not more than fifteen (15). Provided that the Company may appoint more than fifteen directors by resolution as prescribed by the Act.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Board of Directors                                                                                                    |
| 84. | The First Directors of the Company shall be: <ul style="list-style-type: none"> <li>a. Mr. Hemant Bharat Ram (DIN 00150933)</li> <li>b. Mr. Ashwani Kumar Singhal (DIN 00159349)</li> <li>c. Mr. Krishan Gopal Gupta (DIN 06798713)</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | (First Directors)                                                                                                     |
| 85. | <p>(1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</p> <p>(2) 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 by resolution as prescribed by the Act.</p> <p>(3) Any Director who performs extra services or to make any special exertions for any of the purposes of the Company then subject to the provisions of the Act, the Board may remunerate such Director either by a fixed sum or by a percentage of profits or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.</p> <p>(4) 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—</p> <ul style="list-style-type: none"> <li>(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or</li> <li>(b) in connection with the business of the Company.</li> </ul> | <p>Remuneration of directors</p> <p>Remuneration to require members' consent</p> <p>Travelling and other expenses</p> |
| 86. | All cheques, promissory notes, drafts, <i>hundis</i> , bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Execution of negotiable instruments                                                                                   |
| 87. | <p>(1) 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.</p> <p>(2) 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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <p>Appointment of additional directors</p> <p>Duration of office of additional director</p>                           |

88.	<p>(1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.</p> <p>(2) 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.</p> <p>(3) 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.</p>	<p>Appointment of alternate director</p> <p>Duration of office of alternate director</p> <p>Re-appointment provisions applicable to Original Director</p>
89.	<p>(1) 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.</p> <p>(2) 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</p>	<p>Appointment of director to fill a casual vacancy</p> <p>Duration of office of Director appointed to fill casual vacancy</p>
90.	<p>The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by these Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.</p>	<p>Powers of the Board</p>
91.	<p>Without prejudice to the general powers conferred by these Articles or the governing laws of the Country and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say -</p> <p>(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorized to carry on, in any part of India.</p> <p>(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.</p> <p>(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the</p>	<p>Certain powers of the Board</p> <p>To acquire any property, rights etc.</p> <p>To take on Lease</p> <p>To erect &amp; construct.</p>

property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.

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| (4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged. | To pay for property                     |
| (5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.                                                                        | To insure properties of the Company.    |
| (6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.                                                                                                                                                                                                                                                                                                                                                                                                                                           | To open Bank accounts                   |
| (7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.                                                                                                                                                                                                                                                                                       | To secure contracts by way of mortgage. |
| (8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.                                                                                                                                                                                                                                                                                                                                                                                                                             | To accept surrender of shares.          |
| (9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.                                                                                                                                                                                                                                                               | To appoint trustees for the Company     |
| (10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.                                                                                                                     | To conduct legal proceedings            |
| (11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Bankruptcy & Insolvency                 |
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| (12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | To issue receipts & give discharge           |
| (13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realize such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | To invest and deal with money of the Company |
| (14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | To give Security by way of indemnity         |
| (15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | To determine signing powers                  |
| (16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Commission or share in profits               |
| (17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Bonus etc. to employees                      |
| (18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund | Transfer to Reserve Funds                    |
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and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.

- (19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, laborers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.

To appoint and remove officers and other employees
  
- (20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.

To appoint Attorneys
  
- (21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.

To enter into contracts
  
- (22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.

To make rules
  
- (23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.

To effect contracts etc.

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| (24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | To apply & obtain concessions licenses etc.      |
| (25) To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | To pay commissions or interest.                  |
| (26) To redeem preference shares.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | To redeem preference shares.                     |
| (27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | To assist charitable or benevolent institutions. |
| (28) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | To pay commission or interest                    |
| (29) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide 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 Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise. | To provide for welfare of Directors              |
| (30) To purchase or otherwise acquire or obtain foreign license, other license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | To purchase or acquire foreign licence           |
| (31) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | To sell any Article, material etc.               |
| (32) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | To extend the business and undertaking           |
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money for the purpose aforesaid or any of them as they be thought necessary or expedient.

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| (33) | To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate. | To make payment of rents and performance of covenants |
| (34) | To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.                                                                                                                                                                            | To improve, manage, develop property                  |
| (35) | To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.                                                                                          | To lease, sell, re-purchase property                  |
| (36) | Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.                                                                                                                                                                                                                                   | To delegate powers                                    |
| (37) | To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.                                                                                                                                                                                                                                                                                                    | To comply with the requirements of local law          |

Save as provided by the said Act or by these presents and subject to the restrictions imposed by Section 179 of the said Act, the Directors may delegate all or any powers by the said Act or by the Memorandum of Association or by these presents reposed in them.

**Proceedings of the Board**

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|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
| 92. | (1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.                                                                                         | When meeting to be convened            |
|     | (2) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.               | Who may summon Board meeting           |
|     | (3) The quorum for a Board meeting shall be as provided in the Act or Rules made thereunder.                                                                                                                            | Quorum for Board meetings              |
|     | (4) 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. | Participation at Board meetings        |
| 93. | (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.                                                                             | Questions at Board meeting how decided |

	(2) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	Casting vote of Chairperson at Board meeting
94.	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.	Directors not to act when number falls below minimum
95.	(1) The Board may, from time to time, elect, a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board the Chairperson is not present within five minutes of the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of that meeting.	Chairperson
	(2) The Board of Directors may, from time to time, appoint / re-appoint an individual as Chairperson of the Company as well as well as the Managing Director or Chief Executive Officer of the Company	Same individual may be Chairperson and Managing Director / Chief Executive Officer
96.	(1) 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.	Delegation of powers
	(2) 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.	Committee to conform to Board regulations
	(3) 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	Participation at Committee meetings
97.	(1) A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	Chairperson of Committee
	(2) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Who to preside at meetings of Committee
98.	(1) A Committee may meet and adjourn as it thinks fit.	Committee to meet
	(2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.	Questions at Committee meeting how decided

- (3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote Casting vote of Chairperson at Committee meeting
99. 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. Acts of Board or Committee valid notwithstanding defect of appointment
100. 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. Passing of resolution by circulation

#### **Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer**

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

#### **Registers**

102. The Company shall keep and maintain at its registered office all statutory registers, as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection at the registered office of the Company by the persons entitled thereto on payment, where required, during such time and on payment of such fees as may be decided by the Board but the fees not to exceed the limits prescribed by the Rules. Statutory registers
103. 1. The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register. Foreign register

2. The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, *mutatis mutandis*, as is applicable to the register of members.

**The Seal**

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| 104. | (1) The Board shall provide for the safe custody of the seal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | The seal, its custody and use |
|      | (2) Save as provided in the Act and Rules in respect of signing of Share certificates and affixation of seal thereon, the seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence. | Affixation of seal            |

**Dividends and Reserve**

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|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|
| 105. | 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.                                                                                                                                                                                                                                                                                                                                                                                                                | Company in general meeting may declare dividends |
| 106. | 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.                                                                                                                                                                                                                                                                                                                                                                                                           | Interim dividends                                |
| 107. | (1) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit. | Dividends only to be paid out of profits         |
|      | (2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Carry forward of profits                         |
| 108. | (1) 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.                                                                                                                                                                                         | Division of profits                              |
|      | (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Payments in advance                              |
|      | (3) 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                                                                                                                                                                                                                                                                                                                                                                                     | Dividends to be apportioned                      |

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.

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|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| 109. | <p>(1) 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.</p> <p>(2) 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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Retention of dividends                                                                  |
| 110. | <p>(1) 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.</p> <p>(2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> <p>(3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.</p> | <p>Dividend how remitted</p> <p>Retention of dividends</p> <p>Instrument of payment</p> |
| 111. | 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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Receipt of one holder sufficient                                                        |
| 112. | No dividend shall bear interest against the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | No interest on dividends                                                                |
| 113. | The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Waiver of dividends                                                                     |

#### Accounts

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|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| 114. | <p>(1) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.</p> <p>(2) No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.</p> | <p>Inspection by Directors</p> <p>Restriction on inspection by members</p> |
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#### Winding up

115. Subject to the applicable provisions of the Act and the Rules made thereunder-
- Winding up of Company
- (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
  - (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
  - (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability

#### **Indemnity and Insurance**

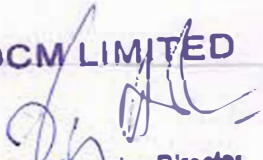








116. (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.
- Directors and officers right to indemnity
- (b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
- (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.
- Insurance

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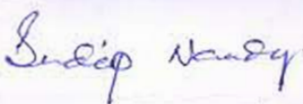
#### **General Power**

117.           Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.
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General power

Sl. No.	Name, Addresses, descriptions and occupations of subscribers	Signatures of subscriber	Signature, address, description and occupation of witness
1	<p>DCM Limited            Having its Registered office at -            Vikrant tower 4, Rajendra place            New Delhi - 110008            Presently through its            Chairman &amp; managing director            Dr. Vinay Bharat Ram            S/o Bharat Ram            R/o B-69 Pashchimi marg            Vasant Bihar            New Delhi - 110057            (Business)</p>	<p>For DCM LIMITED</p>  <p>Chairman &amp; Managing Director</p> 	<p>Witness to Subscriber. Who have subscribed and signed in my presence at New Delhi on 06/10/2016 further I have verified their identity details (ID) for their identification and satisfied my self of their identification particulars as filled in -</p> <p>RAPOOR CHANIS QARY            Company secretary in whole time practice            M.No 7145            Kalyan C.P. No. 7829</p> 
2	<p>Hemant Bharat Ram            (Nominee of DCM limited)            S/o - Dr. Vinay Bharat Ram            R/o - B-26            Westend Colony            Near Mount Carmel school            New Delhi - 110021            (Service)</p>	 	
3	<p>RAMESH GOEL            (Nominee of DCM LTD)            S/o Om Parkash Goel            R/o - 1 - Officers Colony,            DCM Textiles,            Hisar,            Haryana - 125001            (Service)</p>	 	
4	<p>Bir Chand Tataiwal            (Nominee of DCM limited)            S/o Malabar Tataiwal            R/o B-5 Officer Col.            DCM Textile Mill            Hisar Haryana            125001            (Service)</p>	 	

102. Gang Chamber 1/A1 HEA Karol Bagh New Delhi 110005

Sl. No.	Name, Addresses, descriptions and occupations of subscribers	Signatures of subscriber	Signature, address, description and occupation of witness
5	Vivek Kaushal (Nominee of DCM Limited) S/O - Sh. SatPal Kaushal R/o - 1270, Urban Estate Phase - 1, Jalandhar, Punjab 144022 (Service)	 	 Witness to subscriber. Who have subscribed and signed in my presence at New Delhi on 06/10/2016 further I have verified their Identity details (ID) for their identification and satisfied myself of their identification particulars as filled in - RAPOOK CHAND CHARY company secretary in whole time practice CP. 7829
6	Poonam Sachdeva (Nominee of DCM Limited) R/o 292, GM-14, MIG Flats, Paschim Vihar, Delhi - 110087 (Service)	 	Kefory CP. 7145
7	Sudip Nandy (Nominee of DCM Limited) S/O Asit Nandy R/o B-7, Officers colony DCM Textiles Hisar Haryana - 125001 (Service)	 	M.No 7145 702, Gang chamber 6/17 HEA Karol Bagh New Delhi 110005

Date - 06/10/2016  
 Place - New Delhi