

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

ARTICLES OF ASSOCIATION
OF
VIJAY SOLVEX LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the annual general meeting of the Company held on 30th September, 2015 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extent Articles of Association of the Company.

TABLE 'F' EXCLUDED

1.	(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.	<i>Table 'F' not to apply</i>
	(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.	<i>Company to be governed by these Articles</i>

Interpretation

2.	(1)	In these Articles :—	
	(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.	“Act”

		(b)	“Articles” means these articles of association of the Company or as altered from time to time.	<i>“Articles”</i>
		(c)	"Beneficial Owner" shall mean beneficial owner as defined in Clause (a) of Sub-Section 1 of Section 2 of the Depositories Act, 1996.	<i>"Beneficial Owner"</i>
		(d)	“Board of Directors” or “Board”, means the collective body of the directors of the Company.	<i>“Board of Directors” or “Board”</i>
		(e)	“Company” means Vijay Solvex Limited	<i>“Company”</i>
		(f)	“Depository” means a Depository as defined in Clause (e) of Sub-Section (1) of Section 2 of the Depositories Act, 1996.	<i>“Depository”</i>
		(g)	“Depositories Act” means The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.	<i>“Depositories Act”</i>
		(h)	“Director” means a Director appointed to the Board of a Company.	<i>“Director”</i>
		(i)	“Financial Year” means financial year as defined in Sub-Section 41 of Section 2 of the Companies Act, 2013.	<i>“Financial Year”</i>
		(j)	“Month” means a Calendar Month reckoned according to the British Calendar.	<i>“Month”</i>
		(k)	"Office" means the registered office for the time being of the Company.	<i>"Office"</i>
		(l)	“paid-up” includes credited as paid up.	<i>“paid-up”</i>
		(m)	“Person” includes corporation as well as individuals.	<i>“Person”</i>
		(n)	“Registered Owner” means registered owner as defined in Clause (j) of Sub-Section 1 of Section 2 of the Depositories Act, 1996	<i>“Registered Owner”</i>
		(o)	“Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.	<i>“Rules”</i>
		(p)	“seal” means the common seal of the Company	<i>“seal”</i>
		(q)	“Securities” means securities as defined in Clause (h) of	<i>“Securities”</i>

		Section 2 of the Securities Contract (Regulations) Act, 1956.	
	(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.	<i>“Number” and “Gender”</i>
	(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.	<i>Expressions in the Articles to bear the same meaning as in the Act</i>
General Authority			
3.	Wherever in the Act it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case and for that purpose, by virtue of this Regulation, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, to carry out such transactions as has been permitted by the Act, without there being any separate Regulation in that behalf herein provided.		
Share capital and variation of rights			
4.	The authorized share capital of the Company shall be such as specified in the Clause V of Memorandum of Association or as altered from time to time, payable in the manner as may be determined by the directors, with power to increase, reduce, sub divide or to repay the same or to divide the same into several classes and to attach thereto any rights and to consolidate or sub divide or re-organize the securities and subject to the provisions of Act, to vary such rights as may be determined in accordance with the Regulations of the company.		<i>Authorised share capital</i>
5.	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 Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.		<i>Shares under control of Board</i>
6.	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		<i>Directors may allot shares otherwise than for cash</i>

	paid-up or partly paid-up shares, as the case may be.		
7.	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:		<i>Kind of share capital</i>
	(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	
8.	Further issue of securities or securities may be made in any manner whatsoever as the board may determine including by way of preferential offer or private placement or otherwise, subject to and in accordance with the act and rules.		<i>Preferential offer or private placement</i>
9.	Subject to section 62 of the Act and rules made there under, if the company issues securities through right issue, the shareholders of the company shall not have a right to renounce the securities offered to them to any other person unless with the permission of the board or unless it is expressly mentioned by the company on its offer letter.		<i>Further Issue of Share capital and right to renounce</i>
10.	(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 15 days 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 -	<i>Issue of certificate</i>
		(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.	<i>Certificate to bear seal</i>
	(3)	In respect of any share or securities held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.	<i>One certificate for shares held jointly</i>

11.	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.		<i>Issue of new certificate in place of one defaced, lost or destroyed</i>
12.	The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise (requires) of the Company).		<i>Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.</i>
13.	Except as required by law, no person shall be recognized by the company as holding any share or securities upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share or securities , or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.		<i>Holding any share or securities upon any trust</i>
14.	(1)	The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate percentage or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.	<i>Power to pay commission in connection with securities issued</i>
	(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.	<i>Rate of commission in accordance with rules</i>
	(3)	The commission may be satisfied by the payment of cash or the allotment of fully or partly paid securities or partly in the one way and partly in the other.	<i>Mode of payment of commission</i>
15.	(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 securities of that class) may, subject to the provisions of section 48, and whether or not	<i>Variation of members rights</i>

	the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued securities of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the securities of that class.	
(2)	To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.	<i>Provisions as to general meetings to apply mutatis mutandis to each meeting</i>
16..	The rights conferred upon the holders of the share of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further securities ranking pari passu therewith.	<i>Issue of further shares not to affect rights of existing members</i>
17.	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.	<i>Power to issue redeemable preference shares</i>
Dematerialization of Securities		
18.	Notwithstanding anything contained in these articles, the company shall be entitled dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act, 1996.	<i>Dematerialization of securities</i>
19.	Every person subscribing to securities offered by the Company shall have the option either to receive the security certificates or hold securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, and the Company shall in manner and within the time prescribed, issue to the beneficial owner the required certificate(s) of securities. If a person opts to hold his securities with a Depository, the company shall intimate such Depository the details of allotment of the security and on receipt of the information, the Depository shall enter in its records the name of the allottee as the beneficial owner of the security.	<i>Option for investors</i>
20.	All securities held by a depository shall be dematerialized and shall be in fungible form. Nothing contained in section 89 of Companies Act 2013 shall apply to Depository in respect of the securities held by it on behalf of the beneficial owners.	<i>Securities in Depository to be in fungible form</i>

21.	(a)	Notwithstanding anything contained in any other law for the time being in force, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of a beneficial owner.	<i>Rights of Depositories and Beneficial owners</i>
	(b)	Save as provided in (a) above, the depository as the registered owner of the securities shall not have any voting right or any other rights in respect of securities held by it.	
	(c)	Every person holding securities of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a Depository.	
22.		Notwithstanding anything contained in the Act or in these Articles Contrary, where securities are held in a Depository, the notice of the beneficial owner may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.	<i>Service of documents</i>
23.		Nothing contained in section 56 of the Companies Act, 2013 or these Articles shall apply to a transfer of securities effected by transferor and transferee both of whom are entered as Beneficial Owner in the records of a Depository.	<i>Transfer of securities</i>
24.		In the case of transfer or transmission of securities or other marketable securities where the company has not issued any certificates and where such securities or securities are being held in any electronic or fungible form in a Depository, the provision of the Depositories Act, shall apply.	
25.		Notwithstanding anything contained in the Act or in these Articles, after any issue where the securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.	<i>Allotment of securities</i>
26.		Nothing contained in the act or these articles regarding the necessity of having certificate number/ distinctive numbers for securities issued by the company shall apply securities held by a Depository.	<i>Distinctive number of securities</i>
27.		The Register and index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of members and security holders for the purpose of these Articles.	<i>Register and index of beneficial owners</i>

Lien			
28.	(i)	The company shall have a first and paramount lien:-	<i>Company's lien on shares</i>
	(a)	on every securities(not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and	
	(b)	on all securities(not being fully paid standing registered in the name of a single person, for all monies presently payable by him or his estate to the company.	
Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.			
	(ii)	The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.	<i>Lien to extend to dividends, etc.</i>
	(iii)	Unless otherwise agreed by the Board, the registration of a transfer of securities shall operate as a waiver of the Company's lien.	<i>Waiver of lien in case of registration</i>
29.	The company may sell, in such manner as the Board thinks fit, any securities on which the company has lien:		<i>As to enforcing lien by sale</i>
	Provided that no sale shall be made:-		
	(a)	Unless a sum in respect of which the lien exists is presently payable; or	
	(b)	until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise	
30.	(1)	To give effect to any such sale, the Board may authorise some person to transfer the securities sold to the purchaser thereof.	<i>Validity of sale</i>
	(2)	The purchaser shall be registered as the holder of the securities comprised in any such transfer.	<i>Purchaser to be registered holder</i>
	(3)	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to	<i>Validity of Company's</i>

		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.	<i>receipt</i>
	(4)	The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the securities be affected by any irregularity or invalidity in the proceedings in reference to the sale.	<i>Purchaser not affected</i>
31.	(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.	<i>Application of proceeds of sale</i>
	(2)	The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the securities before the sale, be paid to the person entitled to the securities at the date of the sale.	<i>Payment of residual money</i>
32.		In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.	<i>Outsider's lien not to affect Company's lien</i>
33.		The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.	<i>Provisions as to lien to apply mutatis mutandis to debentures, etc.</i>
Calls on shares			
34.	(1)	The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their securities(whether on account of the nominal value of the securities or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.	<i>Board may make calls</i>
	(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	<i>Notice of call</i>

		amount called on his shares.	
	(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.	<i>Board may extend time for payment</i>
	(4)	A call may be revoked or postponed at the discretion of the Board.	<i>Revocation or postponement of call</i>
35.		A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.	<i>Call to take effect from date of resolution</i>
36.		The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	<i>Liability of joint holders of shares</i>
37.	(1)	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten percent per annum or at such lower rate, if any, as the Board may determine.	<i>When interest on call or installment payable</i>
	(2)	The Board shall be at liberty to waive payment of any such interest wholly or in part.	<i>Board may waive interest</i>
38.	(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 regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.	<i>Sums deemed to be calls</i>
	(2)	In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	<i>Effect of non-payment of sums</i>
39.	The Board:-		<i>Payment in anticipation of calls may carry interest</i>
	(a)	may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any securities held by him; and	
	(b)	upon all or any of the monies so advanced, may (until the same	

		would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent per annum, as may be agreed upon between the Board and the member paying the sum in advance. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.	
40.		If by the conditions of allotment of any securities, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the securities or the legal representative of a deceased registered holder.	<i>Installments on shares to be duly paid</i>
41.		All calls shall be made on a uniform basis on all securities falling under the same class.	<i>Calls on shares of same class to be on uniform basis</i>
42.		Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any securities nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any securities either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such securities as herein provided.	<i>Partial payment not to preclude forfeiture</i>
43.		The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.	<i>Provisions as to calls to apply mutatis mutandis to debentures, etc.</i>
Transfer of shares			
44.	(1)	The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.	<i>Instrument of transfer to be executed by transferor and transferee</i>
	(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.	
45.		The Board may, subject to the right of appeal conferred by section 58 decline to register:-	<i>Board may refuse to register</i>

	(a)	The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or	<i>transfer</i>
	(b)	Any transfer of securities on which the company has a lien.	
46.		In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless:-	<i>Board may decline to recognize instrument of transfer</i>
	(a)	The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;	
	(b)	the instrument of transfer is accompanied by the certificate of the securities to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and	
	(c)	The instrument of transfer is in respect of only one class of shares.	
47.		On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.	<i>Transfer of shares when suspended</i>
48.		The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	<i>Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc.</i>
Transmission of shares			
49.	(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.	<i>Title to shares on death of a member</i>
	(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	<i>Estate of deceased member</i>

		jointly held by him with other persons.	<i>liable</i>
50.	(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:-	<i>Transmission Clause</i>
	(a)	to be registered himself as holder of the share; or	
	(b)	to make such transfer of the share as the deceased or insolvent member could have made.	
	(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.	<i>Board's right unaffected</i>
	(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.	<i>Indemnity to the Company</i>
51.	(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.	<i>Right to election of holder of share</i>
	(2)	If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.	<i>Manner of testifying election</i>
	(3)	All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of securities shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member	<i>Limitations applicable to notice</i>
52.		<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</p>	<i>Claimant to be entitled to same advantage</i>

	other monies payable in respect of the share, until the requirements of the notice have been complied with.	
53.	The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.	<i>Provisions as to transmission to apply mutatis mutandis to debentures, etc.</i>
Forfeiture of shares		
54.	If a member fails to pay any call, or installment 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 installment 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 installment 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.	<i>If call or installment not paid notice must be given</i>
55.	The notice aforesaid shall:-	<i>Form of notice</i>
	(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and	
	(b) state that, in the event of non-payment on or before the day so named, the securities in respect of which the call was made shall be liable to be forfeited.	
56.	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.	<i>In default of payment of shares to be forfeited</i>
57.	Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such securities as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited securities and not actually paid before the forfeiture.	<i>Receipt of part amount or grant of indulgence not to affect forfeiture</i>
58.	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	<i>Entry of forfeiture in register of</i>

		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.	<i>members</i>
59.		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.	<i>Effect of forfeiture</i>
60.	(1)	A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.	<i>Forfeited shares may be sold, etc.</i>
	(2)	At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	<i>Cancellation of forfeiture</i>
61.	(1)	A person whose securities have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.	<i>Members still liable to pay money owing at the time of forfeiture</i>
	(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 realization. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the securities at the time of forfeiture or waive payment in whole or in part.	<i>Member still liable to pay money owing at time of forfeiture and interest</i>
	(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.	<i>Cesser of liability</i>
62.	(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;	<i>Certificate of forfeiture</i>
	(2)	The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;	<i>Title of purchaser and transferee of forfeited shares</i>

	(3)	The transferee shall thereupon be registered as the holder of the share; and	<i>Transferee to be registered as holder</i>
	(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 or disposal of the share.	<i>Transferee not affected</i>
63.		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
64.		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.	<i>Cancellation of share certificate in respect of forfeited shares</i>
65.		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.	<i>Surrender of share certificates</i>
66.		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.	<i>Sums deemed to be calls</i>
67.		The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.	<i>Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.</i>
Alteration of capital			
68.		Subject to the provisions of the Act, the Company may, by ordinary	<i>Power to alter</i>

	resolution:-	<i>share capital</i>
	(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.	
69.	Where securities are converted into stock:-	<i>Shares may be converted into stock</i>
	(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the securities from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the securities from which the stock arose.	
	(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the securities from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	<i>Right of stockholders</i>
	(c) Such of the regulations of the company as are applicable to paid-up securities shall apply to stock and the words "share"	

		and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.	
70.	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,:-		<i>Reduction of capital</i>
	(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			
71.	Where two or more persons are registered as joint holder (not more than three) of any securities, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:		<i>Joint-holders</i>
	(a)	The joint-holders of any securities shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share.	<i>Liability of Joint holders</i>
	(b)	On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on securities held by him jointly with any other person.	<i>Death of one or more joint-holders</i>
	(c)	Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.	<i>Receipt of one sufficient</i>
	(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.	<i>Delivery of certificate and giving of notice to first named holder</i>

	(e)	(i)	Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such securities as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such securities shall alone be entitled to vote in respect thereof.	<i>Vote of joint holders</i>
		(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.	<i>Executors or administrators as joint holders</i>
	(f)		The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.	<i>Provisions as to joint holders as to shares to apply mutatis mutandis to debentures, etc.</i>

Capitalization of profits

72.	(1)		The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve:-	<i>Capitalisation</i>
		(a)	that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and	
		(b)	that such sum be accordingly set free for distribution in the manner specified in clause (2) 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), either in or towards:-	<i>Sum how applied</i>
		(a)	paying up any amounts for the time being unpaid on any securities held by such members respectively;	
		(b)	paying up in full, unissued Shares and other securities of the company to be allotted and distributed, credited as	

			fully paid-up, to and amongst such members in the proportions aforesaid;	
		(c)	Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);	
	(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.	
73.	(1)		Whenever such a resolution as aforesaid shall have been passed, the Board shall:-	<i>Power of the Board for capitalisation</i>
		(a)	make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares and other securities if any; and	
		(b)	generally do all acts and things required to give effect thereto.	
	(2)		The Board shall have power:-	<i>Board's power to issue fractional certificate/coupon etc.</i>
		(a)	to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of securities becoming distributable in fractions; and	
		(b)	to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;	
	(3)		Any agreement made under such authority shall be effective and binding on such members. Buy-back of shares.	<i>Agreement Binding on members</i>

Buy-back of shares			
74.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own securities or other specified securities.		<i>Buy back of Shares</i>
General meetings			
75.	All general meetings other than annual general meeting shall be called extraordinary general meeting.		<i>Extraordinary General Meeting</i>
76.	The Board may, whenever it thinks fit, call an extraordinary general meeting.		<i>Power of the Board to call Extraordinary General Meeting</i>
Proceedings at general meetings			
77.	(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.	<i>Presence of Quorum</i>
	(2)	Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.	<i>Quorum for general meeting</i>
	(3)	Still photography, Video recording or any other type of recording is prohibited in general meeting without approval of board of directors. In addition, carrying electronic devices or any other communication device by any person is also strictly prohibited throughout the meeting without approval of board of directors.	<i>Board approval requires for carrying electronic instruments</i>
78.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.		<i>Chairperson of the meeting</i>
79.	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.		<i>Directors to elect a chairperson</i>
80.	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.		<i>Members to elect a chairperson</i>

81.		On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.	<i>Casting vote of Chairperson at general meeting</i>
82.	(1)	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.	<i>Minutes of proceedings of meetings and resolutions passed by postal ballot</i>
	(2)	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting:-	<i>Certain matters not to be included in Minutes</i>
	(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.	<i>Discretion of Chairperson in relation to Minutes</i>
	(4)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	<i>Minutes to be evidence</i>
83.	(1)	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:	<i>Inspection of minute books of general meeting</i>
	(a)	be kept at the registered office of the Company; and	
	(b)	be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.	
	(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:	<i>Members may obtain copy of minutes</i>

84.	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.		<i>Powers to arrange security at meetings</i>
Adjournment of meeting			
85.	(1)	The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.	<i>Chairperson may adjourn the meeting</i>
	(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.	<i>Business at adjourned meeting</i>
	(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.	<i>Notice of adjourned meeting</i>
	(4)	Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	<i>Notice of adjourned meeting not required</i>
Voting rights			
86.	Subject to any rights or restrictions for the time being attached to any class or classes of shares:-		<i>Entitlement to vote on show of hands and on poll</i>
	(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.	
87.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.		<i>Voting through electronic means</i>
88.	(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.	<i>Vote of joint holders</i>
	(2)	For this purpose, seniority shall be determined by the order in	<i>Seniority of</i>

		which the names stand in the register of members.	<i>names</i>
89.		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.	<i>How members non compos mentis and minor may vote</i>
90.		Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	<i>Business may proceed pending poll</i>
91.		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.	<i>Restriction on voting rights</i>
92.	(1)	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	
	(2)	Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	
Proxy			
93.	(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.	<i>Member may vote in person or otherwise</i>
	(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, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	<i>Proxies when to be deposited</i>
94.		The instrument appointing a proxy shall be in writing under the hands of the appointer or his attorney duly authorised in writing or is such appointer is a Company or Body Corporate or Corporation under its common seal or the hand of its attorney.	<i>Instrument appointing proxy to in writing</i>

95.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.		<i>Form of proxy</i>
96.	<p>A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the securities in respect of which the proxy is given:</p> <p>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.</p>		<i>Proxy to be valid notwithstanding death of the principal</i>
Board of Directors			
97.	(1)	Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen).	<i>Board of Directors</i>
	(2)	The following shall be the first director of the company namely:-	
	(i)	Shri Niranjan Lal Data	
	(ii)	Shri Vijay Kumar Data	
	(iii)	Shri Babulal Data	
	(iv)	Shri Daya Kishan Data	
98.	(1)	A Managing Director shall be a Director not liable to retire by rotation. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.	<i>Directors not liable to retire by rotation</i>
	(2)	The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.	<i>Same individual may be Chairperson and Managing Director/ Chief Executive Officer</i>
99.	(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.	<i>Remuneration of Directors</i>
	(2)	The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be	<i>Remuneration to directors require</i>

		determined in accordance with and subject to the provisions of the Act by an ordinary resolution or Special passed by the Company in general meeting.	<i>members' consent</i>
	(3)	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:-	<i>Travelling and other expenses</i>
	(a)	in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or	
	(b)	in connection with the business of the company.	
100.		The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.	<i>Keeping of a foreign register</i>
101.		All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.	<i>Execution of negotiable instruments</i>
102.		Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.	<i>Director need to sign his name in a book</i>
103.	(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.	<i>Appointment of additional directors</i>
	(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.	<i>Duration of office of additional director</i>
104.	(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.	<i>Appointment of alternate director</i>

	(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.	<i>Duration of office of alternate director</i>
	(3)	If the term of office of the Original Director is determined before he returns to India the automatic re-appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	<i>Re-appointment provisions applicable to Original Director</i>
105.	(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.	<i>Appointment of director to fill a casual vacancy</i>
	(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.	<i>Duration of office of Director appointed to fill casual vacancy</i>
106.		Whenever the Directors enter into a contract with any person or persons for borrowing any money or for providing any guarantee or security or for technical or financial collaboration or assistance or enter into any other arrangement on behalf of the Company, the Directors shall have, subject to provisions of the Act, the power to agree that such person or persons shall have the right to appoint or nominate subject to provision of the Act, by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the Agreement [subject to section 161 (3)] of the Act. The Directors may also agree that any such Director or Directors may be removed from time to time by the person or persons aforesaid who may appoint another or others in his or their place and also fill in any vacancy, which may occur as a result of any such Director or Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including the payment of setting fees, remuneration, travelling and other expenses to such Director or Directors as may be agreed by the Company with the person aforesaid	<i>Nominee Director</i>
Rotation of Directors			
107.	(1)	Subject to the provision of Section 152, not less than two-third of the total number of Directors shall be person whose period of office is liable to determination by retirement of Director by rotation except independent directors of the company.	<i>Rotation of directors</i>

	(2)	At each Annual General Meeting of the Company one - third or such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office.	
	(3)	The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become directors on the same day those to retire shall in default of and subject to any agreement among themselves be determined by lot.	
	(4)	A retiring director shall be eligible for re-election and shall act as a director throughout the meeting at which he retires.	
	(5)	Subject to the provision of the act if at any meeting at which an election of Directors ought to take place, the places of the retiring Directors not filled up, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place and if at the adjourned meeting, the places of the retiring directors are not filled up, the retiring directors or such of them as they have not had their places filled up shall (it will continue in office) be deemed to have re-elected at the adjourned meeting.	
Powers of the Board			
108.	(1)	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	<i>General powers of the Company vested in Board</i>
	(2)	Without prejudice to the general powers conferred by the preceding article the director may from time to time and at any time subject to the restrictions contained in the act, delegate to managers, secretaries, officers assistants and other employees or other persons (including any firm or body corporate) any of the	<i>Power to delegate</i>

		powers authorised and discretions for the time being vested in the directors.	
	(3)	The directors may authorise any such delegate or attorney as aforesaid to sub – delegate all or any of the powers, authorities and discretion for the time being vested in them.	<i>Power to authorise sub-delegation</i>
Proceedings of the Board			
109.	(1)	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.	<i>When meeting to be convened</i>
	(2)	A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	<i>Who may summon Board meeting</i>
	(3)	The quorum for a Board meeting shall be as provided in the Act.	<i>Quorum for Board meetings</i>
	(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.	<i>Participation at Board meetings</i>
110.	(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.	<i>Questions at Board meeting how decided</i>
	(2)	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	<i>Casting vote of Chairperson at Board meeting</i>
111.		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.	<i>Directors not to act when number falls below minimum</i>
112.	(1)	The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office	<i>Who to preside at meetings of the Board</i>
	(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 directors present may choose one of their number to be Chairperson of the meeting	<i>Director to elect a chairperson</i>

113.	(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.	<i>Delegation of powers</i>
	(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.	<i>Committee to conform to Board regulations</i>
	(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.	<i>Participation at Committee meetings</i>
114.	(1)	A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a chairperson of such Committee.	<i>Chairperson of Committee</i>
	(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.	<i>Who to preside at meetings of Committee</i>
115.	(1)	A committee may meet and adjourn as it thinks fit.	<i>Committee to meet</i>
	(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.	<i>Questions at Committee meeting how decided</i>
	(3)	In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.	<i>Casting vote of Chairperson at Committee meeting</i>
116.		All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	<i>Acts of Board or Committee valid notwithstanding defect of appointment</i>
117.		Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been	<i>Passing of resolution by circulation</i>

	passed at a meeting of the Board or committee, duly convened and held.	
Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer		
118.	Subject to the provisions of the Act :-	
	(1) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;	<i>Chief Executive Officer, etc.</i>
	(2) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	<i>Director may be chief executive officer, etc.</i>
119.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.	
The Seal		
120.	(1) The Board shall provide for the safe custody of the seal.	<i>The seal, its custody and use</i>
	(2) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of 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.	<i>Affixation of seal</i>
Registers		
121.	The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements	<i>Statutory registers</i>

	for such duration 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 during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.	
Dividends and Reserve		
122.	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.	<i>Company in general meeting may declare dividends</i>
123.	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.	<i>Interim dividends</i>
124.	(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.	<i>Dividends only to be paid out of profits</i>
	(2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	<i>Carry forward of profits</i>
125.	(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.	<i>Division of profits</i>
	(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.	<i>Payment in advance</i>

	(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 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.	<i>Dividends to be apportioned</i>
126.	(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/securities of the company.	<i>No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom</i>
	(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.	<i>Retention of dividends</i>
127.	(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.	<i>Dividend how remitted</i>
	(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	<i>Instrument of payment</i>
	(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.	<i>Discharge to Company</i>
128.		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.	<i>Receipt of one holder sufficient</i>
129.		No dividend shall bear interest against the company.	<i>No interest on dividends</i>
130.		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	<i>Waiver of</i>

	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.	<i>dividends</i>
Accounts		
131.	(1) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.	<i>Restriction on inspection by member</i>
	(2) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.	
Winding up		
132	Subject to the applicable provisions of the Act and rules made thereunder:-	<i>Winding up of Company</i>
	(1) 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.	
	(2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.	
	(3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
Indemnity and Insurance		
133.	(1) 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,	<i>Directors and officers right to indemnity</i>

		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.	
	(2)	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.	
	(3)	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.	<i>Insurance</i>

S.No.	Name, Addresses, Description and Occupations of each subscribers	Signature of Subscribers	Name, Addresses, Description and Signature of witnesses
01.	Niranjan Lal Data S/o Shri Pyare Lal Bhagwati Sadan, S.D. Marg, Alwar Business	Sd/-	<p style="text-align: center;">Witness for all the subscribers</p> <p style="text-align: center;">Sd/-</p> <p style="text-align: center;">(V.K. DATTA)</p> <p style="text-align: center;">Chartered Accountant</p> <p style="text-align: center;">S/o Late Shri K.L. Datta</p> <p style="text-align: center;">Opp. Clock Tower, Alwar (Raj.)</p>
02.	Babu Lal Data S/o Shri Ram Niwas C/o Vijay Industries Khairthal Business	Sd/-	
03.	Vijay Kumar Gupta S/o Shri Gangadeen Bhagwati Sadan, S.D. Marg, Alwar Business	Sd/-	
04.	Daya Kishan Data S/o Shri Niranjan Lal Data Bhagwati Sadan, S.D. Marg, Alwar Business	Sd/-	
05.	Gayatri Gupta W/o Vijay Gupta Bhagwati Sadan, S.D. Marg, Alwar Business	Sd/-	
06.	Nirmala Devi W/o Niranjan Lal Data Bhagwati Sadan, S.D. Marg, Alwar Business	Sd/-	
07.	Mohini Devi W/o Babu Lal C/o Vijay Industries Khairthal Business	Sd/-	

Place : Alwar
Dated : 18.11.1987