
**Memorandum
and
Articles of Association
of**

TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED



FORM I. R.
Certificate of Incorporation

No. 6083 of 1971

I hereby certify that TUTICORIN ALKALI CHEMICALS LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at Madras this

Third day of December

Twelfth Agrihayana

One thousand nine hundred and seventyone.

One thousand eight hundred and ninetythree (Saka)



(Sd.) A.G. SIRSI
Registrar of Companies
Tamil Nadu

(True Copy)



Certificate for Commencement of Business

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

I hereby certify that the TUTICORIN ALKALI
CHEMICALS LIMITED which was incorporated under the
Companies Act, 1956 on the THIRD day
of DECEMBER 1971 and which has this
AGRAHAYANA 1893 (SAKA)
day filed a duly verified declaration in this prescribed
form that the conditions of section 149 (2) (a) to (c) of the
said Act, have been complied with is entitled to
commence business.

Given under my hand at MADRAS this
SEVENTEENTH day of APRIL
TWENTYEIGHTH CHAITRA

ONE THOUSAND NINE HUNDRED AND SEVENTY TWO.

ONE THOUSAND EIGHT HUNDRED AND NINETY FOUR (SAKA).



(Sd.) A. G. SIRSI
Registrar of Companies
Tamil Nadu.

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME

In the Office of the Registrar of Companies, Tamil Nadu, Madras-6
(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF* TUTICORIN ALKALI CHEMICALS LIMITED

I hereby certify that Tuticorin Alkali Chemicals Limited which was originally incorporated on Third day of December 1971 under the** Companies Act, 1956 and under the name Tuticorin Alkali Chemicals Limited having duly passed the necessary resolution in terms of section 21 of the Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded hereto in the Ministry of Law, Justice & Company Affairs, Department of Company Affairs, Regional Director, Madras, letter No. 4/21/M.9/79 dated 8th August 1979 the name of the said company is this day changed to TUTICORIN ALKALI CHEMICALS AND FERTILISERS LIMITED and this certificate is issued pursuant to Section 23 (1) of the said Act.

Given under my hand at MADRAS, this Thirteenth day of August
Twenty Second Sravana

(One thousand nine hundred and Seventy Nine)
(One thousand nine (Saka) hundred and one)

(Sd.) (K. PANCHAPAKESAN)
ASST. REGISTRAR OF COMPANIES
TAMIL NADU

- * Here give the name of the company as existing prior to the change.
** Here give the name of the Act(s) under which the company was originally registered and incorporated.



THE COMPANIES ACT 1956
(Company Limited by Shares)

Memorandum of Association
OF

1. The name of the Company is TUTICORIN ALKALI CHEMICALS AND FERTILIZERS LIMITED

Special resolution date: 31.07.2015

II. The Registered Office of the Company will be situate in the State of Tamil Nadu.

III. (A) The main objects to be pursued by the Company on its incorporation are:-

1. To work out the concessions to be granted particularly by the Tamil Nadu Industrial Development Corporation Ltd. to Southern Petrochemical Industries Corporation Ltd., for manufacturing and carrying on business in alkalies and chemicals, fertilizers and other Industrial products.
2. To carry on the business of manufacturing, refining, and preparing all classes and kinds of alkalies and all classes and kinds of chemicals including petrochemicals and plastics and industrial and other preparations arising from or required in the manufacture of any kind of alkalis, chemicals and fertilizers and to carry on any operation or processes of mixing granulating different chemicals or fertilizers.
3. To manufacture acids, alkalies, corrosive and anti-corrosive substance, non-corrosive substance, all kinds of chemicals and petrochemicals as elements and intermediates moderators or in mixture or compound forms.
4. To buy, sell, import, export, treat in and deal in any kind of chemicals, petrochemicals and plastics, fertilizers or other things which the Company is authorised to manufacture and any raw materials required for the manufacturing of any acids, alkalies, chemicals or fertilizers or other things which this Company is authorised to manufacture.
5. To manufacture various inorganic and organic compounds by all possible methods now prevalent or as they may be devised in future.

For TUTICORIN ALKALI CHEMICALS
AND FERTILIZERS LIMITED

G. RAM CHANDRAN
MANAGING DIRECTOR



B. The objects that are incidental or ancillary to the attainment of the main objects are:-

6. To buy, sell, manufacture, refine, manipulate, import, export, and deal in all substances, apparatus machinery and things capable of being used in any such business as aforesaid or required by any customers of or persons having dealings with the Company, either by wholesale or by retail.
7. To take up agencies and act as Agents, stockists, or distributors, for the manufacturers and suppliers of any acid or other chemical products or substances, machinery, plant, implements, tools, property chemical industrial or other preparations and articles, substances, apparatus materials and things.
8. To establish chemical manufacturing factories, refineries, distilleries for the purpose of turning into account any raw materials, minerals, tailings, by-product, waste or sewage connected with the Company's operations or owned by them.
9. To purchase, take on lease, or in exchange, hire or otherwise acquire any estates, land or lands, in India, or elsewhere, and any rights, privileges, and easements and concessions and factories machinery, implements, tools, live and dead stock, stores effects and other property, real or personal, immovable or movable of any kind.
10. To acquire from any Sovereign, State or authorities in India or elsewhere, any concessions, grants, decrees, rights, powers, and privileges whatsoever, which may seem to the Company capable of being turned to account, and to work, develop, carry out, exercise and turn to account the same.
11. To plant, grow and produce agricultural products and other produce of any kind in India or elsewhere necessary or useful for the business of the Company.
12. To carry on the business of manufacturers of and dealers in vegetable products oil, tallow, stearin, fatty acids, acetylene, gas, starch, sugar, glucose and all other allied products and by-products thereof and all compounds and preparations therefrom for the purpose of the company.
13. Generally to undertake and carry on any business, transaction or operation commonly undertaken or carried on by explorers, prospectors, or concessionaires and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the objects of the Company, or which may be thought calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property or rights.
14. To purchase or otherwise acquire, hold, sell, exchange, work, exercise, develop, turn to account, and dispose of any mines, mining or other similar rights and or any interest in them relatively, and to finance and carry on any business concern, or undertaking so acquired in connection with the business of the company.
15. To enter into any arrangement or agreement with any Government, State or authority, municipal, local or otherwise, or any Corporation, Companies, or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government, State authority, Corporation, Company or persons any rights, privileges or concessions and to carry out, exercise, and comply with such arrangement or agreement.

16. To apply for, promote and obtain any Act of Legislature or other authority for enabling the Company to carry any of its objects into effect, 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.
17. To acquire by purchase or otherwise for the business of the Company in India or elsewhere, any lands, manufactories, buildings, mills, plants, engines, machinery and other things found necessary for the purpose of the Company.
18. To establish and carry on, and to promote the establishment of and carrying on, any property in which the Company is interested, of any business, which may be conveniently carried on upon or in connection with such property, and the establishment of which may seem calculated to enhance the value of the Company's interest in such property, or to facilitate the disposal thereof.
19. To exercise conduct research, develop, grant licences, in respect of, sell, let, or otherwise turn to account any inventions, processes, letters patent, licences, concessions, rights or privileges belonging to the company or which it may acquire, or any interest in the same; to apply for, take out, and register any patent or patents for any invention or inventions, or obtain exclusive or other privileges, in respect of the same in any part of the world; and to manufacture and produce and trade and deal in all machinery, plant, articles, appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any such inventions, processes, letters patent, brevets d' inventions, licences, concessions, rights or privileges as aforesaid.
20. To form, promote, subsidise, organise and assist or aid in forming promoting, subsidising, organising or aiding companies, syndicates or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing directly or indirectly the object thereof or for any other purpose which this Company may think expedient and to take or otherwise acquire and to hold shares in any other Company having objects similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
21. To draw, make, accept, endorse, execute, issue and negotiate bills of exchange, promissory notes, cheques, drafts, hundies and other instruments of every description.
22. To issue money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient. However the Company shall not do the business of banking as defined in the Banking Companies Act.
23. To receive money on deposit, at interest or otherwise and to lend and advance money with or without security to such persons and companies and on such terms as may seem expedient. However the Company shall not do the business of banking as defined in the Banking Companies Act.
24. To lay out, advance, invest and deal with the Company's moneys to such person or company and in or upon such investments or securities and generally in such manner as may from time to time be determined.

25. To procure the Company to be registered, incorporated or recognised in any place outside India.
26. To give donations or subscriptions to any religious charitable or social institution or to give any charity incidental to or conducive to any business that may be carried on by the Company.
27. To distribute any of the properties of the Company among the members in specie or otherwise, but so that no distribution amounting to a reduction in capital be made without the sanction (if any) for the time being required by the law.
28. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares with or without preferred or deferred rights in respect of dividends 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.
29. To take part in management, supervision, or control of the business or operation of any Company or undertaking, and for that purpose, to appoint and remunerate any directors, accountants, or other experts or officers.
30. To sell, exchange, mortgage (with or without power of sale) assign, lease, sublet and generally otherwise deal with the whole or any part of the business, estate property or undertaking of the Company, as a going concern, to any person or persons, association or associations, or otherwise for such consideration as the Company may think fit, either for cash or for shares, debentures, or securities for any other Company having objects altogether or in part similar to the objects of this Company and to hold or distribute among the members in specie or otherwise the whole or part of the consideration for such sale or amalgamation with any person, company or association.
31. To establish or aid in the establishment of associations, institutions funds, trusts, and charities and other conveniences intended to benefit employees or ex-employees of the Company or their dependants and to grant pension or allowances and generally to subscribe money for any public, general or useful objects.
32. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or Company to pay the same, and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
33. To insure with any person, firm, association or Company against losses, damages, risks and liabilities of any kind which may affect the company either wholly or partially and if thought fit, to effect any such insurance by joining or becoming a member of any mutual insurance, protection or indemnity association, federation or society, and to accept any such insurance or any part thereof for the account of the Company.
34. To carry on any of the foregoing business together or separately, to establish branches and appoint agencies for or in connection with any of the objects of the Company in any part of the world provided, however that the Directors may always circumscribe the scope of business of a

specified nature and execute power or powers-of attorney to the agents of such business defining the limits of his authority in the carrying on of the business.

35. To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects, or any of them.

C. The other objects of the Company not indicated in 'A' and 'B' are:-

36. To carry on the business of chemical manufacturers and wholesale and retail chemists and druggists, analytical chemists, drysalters, oil and colour men, importers, exporters and manufacturers of chemical adhesives and dealers in, heavy and fine chemicals, drugs, essence, cordials, acids, alkalies, pharmaceutical, medicinal, chemical, industrial and other preparation and articles of any kind whatsoever, mineral and other waters, cellulose, cements, oils, paints, pigments, and varnishes, drug, dyeware, paint and colour grinders, makers of, and dealers in proprietary articles of all kinds and of chemical, electrical, photographic, surgical and scientific apparatus and materials and in any similar or allied business and either in connection with the said business or as distinct or separate business or work as consultants, advisers, investigators, engineers.
37. To carry on the business of manufacturers of and dealers, whether wholesale or retail, in all kinds and descriptions of matches or matchlights or other lighting appliances of apparatus whether composed or made in part or in whole of or from any combustible or non-combustible substance, material or thing whatsoever.
38. To treat, cure, prepare, manipulate, submit, to any process of manufacture, and render marketable (whether on account of the Company or others) commodities contained in clause (37) above or other such products or produce; and to sell and export articles and things in a prepared manufactured or raw state and either by wholesale or retail.
39. To develop the resources of and turn to account any lands and any rights over or connected with land belonging to or in which the Company is interested and in particular by clearing, draining, fencing, planting, cultivating, building, immigration and improvement, farming irrigation, grazing and by promoting irrigation and emigration and the establishment of towns villages and settlements.
40. To buy, sell, import, export, manipulate, prepare for market, and deal in merchandise of all kinds, and generally to carry on business as merchants, importers and exporters.
41. To undertake and execute any contracts for works involving the supply, application, or use of any machinery, chemicals, chemical products or processes and to carry out any ancillary or other works comprised in such contracts.
42. To search for, work, get, calcine, reduce, amalgamate, dress, refine, and prepare for market any quartz and ore and mineral substances, and generally to buy, sell, manufacture, and deal in minerals, and mineral products, plant and machinery and other things capable of being used in connection with mining or metallurgical operations or required by the workmen and others employed by the Company.
43. To carry on all or any of the following business namely, builders, and contracts, consultants, engineers, designers, merchants, and dealers in stone,

sand, lime, cement, brickets, timbers, hardware, and other building requisites, brick and tile and terracotta makers, jobmasters, carriers, licensed victuallers, and house agents.

44. To carry on the business of manufacturers of and dealers in medicines, toilet preparations, colours dyes, glue paper of all kinds, cellophane paper, adhesive tape, and other articles.
45. To lend money, either with or without security, and generally to such persons and upon hire purchase or such other terms and conditions as the Company may think fit.
46. To acquire by purchase, lease, exchange, or otherwise, land, buildings and hereditaments of any tenure or description and any estate or interest therein, and any rights over or connected with the land and to turn the same to account as may seem expedient and in particular by preparing building sites, and by constructing, reconstructing, altering, improving, furnishing and maintaining, offices, flats, houses, factories, warehouses, shops, wharves, buildings, works and conveniences of all kinds and by consolidating, or connecting or sub-dividing properties and by leasing and disposing of the same.
47. To carry on all or any of the business of manufacturers of and dealers in cements, plasters, and artificial stone, and materials of all kinds, and coke, colliery properties, engineers, coopers, machinists, ship-owners, barge-owners, truck-owners, quarry-owners, builders, contractors, and carriers by land or water.
48. To carry on the business of hardware merchants, and to establish and carry on, to promote, the establishment and carrying on of any business in rubber, tea, coffee, cashewnuts, arecanuts, cardamoms and glassware.
49. To undertake, transact, and execute all kinds of agency business and also trusts of all kinds.
50. To carry on all or any of the following business: Cotton, spinners, and doublers, wool, silk, flax, jute, and hemp spinners and doublers; linen manufacturers, cotton flax, hemp, jute and wool merchants, wool combers, worsted spinners, woollen spinners, yarn merchants, worsted stuff manufacturers, bleachers, and dryers and makers of vitroil, bleaching and dyeing materials; and to purchase, sell comb, prepare, spin, dye, and deal in flax, hemp, jute; wool, cotton, silk and other fibrous substances; and to weave or otherwise manufacture, buy and sell, import or export and generally deal in linen, silk or cotton cloth and other goods and fabrics whether textile, felter, netted or looped, and to supply power.

IV. The liability of the members is limited.

V. "The Share Capital of the Company is Rs.39 Crores divided into 1,50,00,000 Equity Shares of Rs.10/- each and 24,00,000 Redeemable Cumulative Preference Shares of Rs.100/- each, with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being in accordance with the provision of the Act and the regulations of the Company and to vary, modify or abrogate any such rights, privileges or condition in such manner as may for the time being be provided by the regulations of the Company".

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

S.No.	Signature, Name, Address, Description and Occupation of Subscriber.	Number of equity shares taken by each subscriber.	Witness, Signature, Name, Address, Description and Occupation.
1	(Sd.) M.A. CHIDAMBARAM, Adayar House, Madras-25 S/o. Late Dr. Rajah Sir Annamalai Chettiar Industrialist.	5	
2	(Sd.) K.R. SRIVATSA, 46, Archbishop Mathias Avenue, Madras-28. S/o. S. Krishnaswamy, Management Specialist.	5	
3	(Sd.) A.C. MUTHIA, Adayar Villa, Madras-25. S/o. Mr. M.A. Chidambaram, Management Technologist.	5	
4	(Sd.) S. GOVIND SWAMINADHAN, 42, Harrington Road, Madras-31. S/o. Subbaram Swaminadhan, Advocate.	5	(Sd.) A. SANTHANA KRISHNAN E 20, MIG Flats, Batch I, Anna Nagar, Madras-40. S/o Late Sri V.R. Arumugam Pillai Company Executive.
5	(Sd.) M.G. MENON 12, Venus Colony Madras-18. S/o. Late Dr. Manakot Krishna Menon, Management Executive	5	
6	(Sd.) S.P. APPASAMY, "Anakara" Gilchrist Gardens, Madras-31. S/o. Dr. A.J. Appasamy, Business Executive.	5	
7	(Sd.) K.A. RAJAGOPALAN, 90, Habibullah Road, T.Nagar, Madras-17. S/o. K.R. Appalachariar, Business Executive.	5	
	Total No. of Shares	35	

Dated at Madras this 29th day of November 1971.

Tuticorin Alkali Chemicals and Fertilizers Limited

ARTICLES OF ASSOCIATION

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THE COMPANIES ACT 1956
(Company Limited by Shares)

Articles of Association
OF
Tuticorin Alkali Chemicals and Fertilizers Limited

INTERPRETATION

1. *In these Articles:*

Unless the context otherwise requires;

- (a) The words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof.
- (b) "The Companies Act, 1956", "the said Act" or "The Act" and reference to any section or provision thereof respectively means and includes the Companies Act, 1956 (Act 1 of 1956) and any statutory modification thereof for the time being in force, and reference to the section or provisions of the said Act or such statutory modification.
- (c) "The Board" or "The Board of Directors" means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.

(d) "The Company" or "This Company" means Tuticorin Alkali Chemicals and Fertilizers Limited

Special resolution date: 31.07.2015



For TUTICORIN ALKALI CHEMICALS
AND FERTILIZERS LIMITED

G. Ramachandran
G. RAMACHANDRAN
MANAGING DIRECTOR

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- (t) "Beneficial Owner" shall mean the beneficial owner as defined in Clause (a) of Sub-Section (1) of Section 2 of the Depositories Act, 1996.
(u) "Depositories Act, 1996" shall include any statutory modifications or re-enactment thereof.
(v) "Depository" shall mean a Depository as defined under Clause (e) of Sub-Section (1) of Section 2 of the Depositories Act, 1996.
(w) To insert the following Article after Article 21 (1) to read as Article 21 (1a)

Special Resolution Dated 19.3.1998

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- (h) "Meeting" or "General Meeting" means either an Extra-ordinary General Meeting or Annual General Meeting of the share-holders of the Company.
(i) "Members" mean members of the Company holding share or shares of any class, but does not include a bearer of the share-warrant of the Company issued in pursuance of Section 114.
(j) "Month" and "year" means a calender month and a financial year respectively.
(k) "Office" means the Registered Office for the time being of the Company.
(l) "Proxy" includes Attorney duly constituted under a Power of Attorney.
(m) "The Register" means the Register of Members to be kept pursuant to Section 150 of the Companies Act, 1956.
(n) "Seal" means the Common Seal of the Company.
(o) "TIDCO" means Tamil Nadu Industrial Development Corporation Limited.
(p) "President" means Director of the Board and President of the Company and will be deemed Managing Director of the Company, within the meaning of Section 2(26) of the Companies Act, 1956.
(q) "Vice-President" means Director of the Board and Vice-President of the Company, who will be deemed either a whole-time employment, within the meaning of the Companies Act, 1956.
(r) "These presents" or "Regulations" shall mean these Articles of Association as now framed or altered from time-to-time and shall include the Memorandum where the context so requires.
(s) Words importing persons shall, where the context requires, include corporate bodies and companies as well as individuals.

X

Where the context so permits or requires, words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include feminine gender.

Where the context so permits or requires, expressions referring to writing shall be construed as including reference to typewriting, printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Subject as aforesaid, any words and expressions defined in the said Act as modified upto the date on which these Articles become binding on the Company shall, except where the subject or context otherwise requires, bear the same meanings in these Articles.

The headings given in these Articles shall not affect the construction thereof.

CONSTITUTION OF THE COMPANY

2. The Regulations in Table A of the First Schedule to the Companies Act, 1956 shall, so far applicable to a Public Company, apply to this Company, except to the extent expressly provided by the articles hereinafter following.

SHARE CAPITAL

3. The Share Capital of the Company is Rs.39 crores divided into 1,50,00,000 Equity Shares of Rs.10/- each and 24,00,000 Redeemable Cumulative Preference Shares of Rs.100/- each.

Special Resolution Dated 24.9.2004

- (a) The Redeemable Preference Shares shall confer the right on the holders thereof to be paid out of any profits that may at any time be

determined to be distributed among members a fixed cumulative preferential dividend at the rate not exceeding the percentage notified by the Central Government from time to time as may be decided by the Board of Directors at the time of issue of the said Preference Shares free of the Company's tax but subject to deduction of taxes at source at the prescribed rates, on the capital for the time being paid up thereon in priority to the equity shares and to no further rights to participate in the profits of the Company.

- (b) The Redeemable Preference Shares shall confer the right on the holder thereof, in a winding up to payment of the paid up capital and all arrears of the fixed cumulative preferential dividends set out in clause (a) above, whether earned, declared or not, upto the date of commencement of the winding up, in the profits or assets of the Company, in priority to the equity shares.
- (c) In calculating any fixed percentage, on the capital paid-up on any shares for the purpose of this Article such percentage shall be calculated upto and as on the date of the close of the year account of the company next prior to the date of the declaration of dividend at a general meeting and in respect of interim dividend upto the date of the declaration of such interim dividend by the Board.

3 (d) The said Redeemable Cumulative Preference Shares shall be redeemable at par at the option of the Company not later than 20 years from the date of its issue to the holders thereof.

Special Resolution Dated 19.3.1998

- (e) The Board of Directors may at their discretion redeem the whole or any part of the outstanding Redeemable Preference Shares.

Provided that:

1. No such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of the redemption.

2. No such shares shall be redeemed unless they are fully paid-up.

3. Where any such shares are redeemed otherwise than out of the proceeds of fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a Reserve Account to be called 'the Capital Redemption Reserve Account', a sum equal to the nominal amount of the shares redeemed; and the provisions of the Companies Act relating to the reduction of the Share Capital of a Company, shall except as provided in Section 80 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

4. Where the option to redeem a part of outstanding Redeemable Preference Shares is exercised the particular shares to be re-deemed shall be determined by drawing of lots.

(f) The Company shall have power to issue shares at a premium or discount, but in doing so, it shall comply with the provisions of Sections 78 and 79 of the Act.

(g) Subject to the provisions of Section 76 of the Act, the Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock of the Company or procuring, agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or debenture stock of the Company so that if the commission in respect of shares shall be paid or payable out of capital or out of profits, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed 5 percent of

the price at which the shares are issued and 2 1/2 percent of the price at which debentures or debenture stocks are issued in each case subscribed. The commission may be paid or satisfied in cash. The Company may also on any issue of shares pay such brokerage as may be lawful.

(h) Except as provided by Section 77, no part of funds of the Company shall be employed in the purchase of the shares of the Company and the Company shall not give directly or indirectly and whether by means of loan, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person or for any shares in the Company.

ISSUE AND ALLOTMENT OF SHARES

4. (a) The shares shall be under the control of the Board, who may allot or otherwise dispose of them to such persons on such terms and conditions and at such times as the Board may think fit provided, however, the Board shall comply with the provisions of Sections 42, 75 and 81 of the Act. Option or right to call of shares shall not be given to any person or persons except with the sanction of the Company in General Meeting.

(b) The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid up shares, and if so issued, shall be deemed to be fully paid up shares.

VARIATION OF SHAREHOLDERS' RIGHTS

5. (a) If at any time the share capital is divided into different classes of shares, the rights attached to and class (unless otherwise provided by the terms of issues of the shares of the class) may, subject to the provisions of Sections 106 and 107 of the Act and whether or not the Company is being wound up, be varied with consent in writing of the holders of three fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate General Meeting of the issued shares of that class.

(b) To every such separate General Meeting, the provisions of these Articles relating to General Meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons atleast holding or representing by proxy one tenth of the issued shares of the class.

(c) 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 the issue of shares of that class, be deemed to be varied by the creation of further shares ranking *pari passu* therewith.

(d) The Company shall not issue any shares (not being Preference Shares) which carry voting rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attaching to the holders of other shares (not being Preference Shares)

CERTIFICATES

6. (a) An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any shares therein, shall be acceptance of the shares within the meaning of these Articles, and whose name is on the Register shall, for the purpose of these Articles, be a member.

(b) Every person whose name is entered as a member in the Register of Members shall be entitled to receive within one month from the date of application

for registration of transfer or three months from the date of allotment (or within such other period as the conditions of issue shall provide).

(i) one certificate for all his shares without payment or

(ii) several certificates each for one or more of his shares, upon payment of one rupee for every certificate after the first.

(c) Every certificate shall be under the seal and shall specify the name of person in whose favour it is issued, the shares to which it relates and the amount paid up thereon.

(d) 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.

(e) If a share certificate is defaced, lost or destroyed, it may be renewed on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Directors think fit, provided that in issuing a share certificate, the Company shall comply with Companies (Issue of Share Certificate) Rules, 1960 or modifications thereof.

(f) Any person (whether the registered holder of the share or not) being in possession of any share certificate for the time being may surrender the said share certificate to the Company and apply to the Company for the issue of two or more fresh share certificates comprising the same shares, bearing the same distinctive numbers comprised in the said certificate and in such separate lots as he may desire in lieu of such share certificate so surrendered, or for the consolidation of the shares comprised in such surrendered certificates into one certificate and the Directors shall issue one or more such share certificate as the case may be in the name of the person in whose name the original certificate stood and the new certificate so issued shall be delivered to the person who surrendered the original certificate or to his order. No fee shall be charged for the same. Where share certificates are issued for market lots or for sub-division/consolidation into market lots, no fees would be charged for issue of certificates in replacement of those which are decrepit, worn out or where the cages on the reverse of the share certificate for recording transactions have been completely exhausted.

(g) Where any shares under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered upto the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.

(h) If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person, who for the time being and from time to time shall be the registered holder of the share or his legal representative.

(i) Except as required by the law no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof), any equitable, contingent future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

(j) If any share stands in the names of two or more persons, all the jointholders of the share shall be severally as well as jointly liable for the payment of all deposits, instalments, and calls due in respect of such share, and for all incidents thereof

"6(k) Notwithstanding anything contained in the Articles of Association, the Company shall be entitled to dematerialise its shares, debentures and other securities pursuant to the Depositories Act, 1996, and to offer its shares, debentures and other securities for subscription in a dematerialised form. The Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both in material and dematerialised form in any media as permitted by law including any form of electronic media."

according to the Company's regulations; but the person first named in the Register shall, as regards service of notice, and all other matters connected with the Company, except the transfer of the share and any other matters by the said Act or herein otherwise provided, be deemed the sole holder thereof.

CALLS ON SHARES

7. (a) (i) The Board may, from time to time, make, calls upon the members in respect of any moneys 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. A call may be made payable by instalments. All such calls shall be made on an uniform basis on all shares falling under the same class.

(ii) Each member shall, subject to receiving atleast one month notice specifying the time and place of payment, pay to the Company at the time and place specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

(b) 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.

(c) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

(d) 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 12% per annum or at such lower rate, if any, as the Board may determine.

(e) (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum all the relevant provisions of these Article 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.

(iii) Neither a judgement nor a decree in favour of the Company for call or other moneys due in respect of any shares nor any part-payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his 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 hereinafter provided.

(f) (i) Subject to the provisions of Section 92 of the Act, the Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him and

(ii) Upon all or any of the moneys so advanced, may (until the same would, but for such advances, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, six percent per annum, as may be agreed upon between the Board and the member paying the sum in advance. Provided that monies paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in the profits of the Company.

LIEN

8. The Company shall have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that Article 6 (i) hereof will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed to the registration of a transfer of shares shall operate as a waiver of the Company's lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed to, the registration of a transfer of shares shall operate as a waiver of the Company's lien if any on such shares. The Directors may at any time declare any shares wholly or in part to be exempt from the provisions of this clause.

FORFEITURE OF SHARES

9. (a) If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

(b) The notice aforesaid shall

(i) name a further day (not 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

(ii) 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 will be liable to be forfeited.

(c) If the requirements of any such notice as aforesaid are not complied with, any shares 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.

(d) (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

(e) (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture remains liable to pay to the Company all moneys which at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

(ii) The liability of such person shall cease if and when the Company shall have received payments in full of all such moneys in respect of the shares.

(f) (i) A duly verified declaration in writing that the declarant is a Director 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.

(ii) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(iii) The transferee shall thereupon be registered as the holder of shares.

(iv) The transferee shall not be bound to see to the application of the purchase money if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

(g) 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 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.

(h) The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share and all other rights incident to the share, except only such of those rights as by these Articles are expressly saved.

ALTERATION OF SHARE CAPITAL

10. The Company shall have power to increase its share capital or alter the conditions of its Memorandum subject to Section 94 of the Act by ordinary resolution:

(a) to increase its share capital or to alter the conditions of the Memorandum subject to Section 94 of the Act.

(b) to consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

(c) to sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in sub-division the proportion between the amount paid and the amount, if any unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

(d) cancel any shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled provided however the cancellation of shares in pursuance of the exercise of this power shall not be deemed to be a reduction of share capital within the meaning of the Act.

CONVERSION OF SHARES INTO STOCK

11. The Company may, by ordinary resolution:

(a) (i) convert any paid up shares into stock; and

(ii) reconvert any stock into paid up shares of any denomination.

(b) The holders of stock may transfer the same or any part thereof in the manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have 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.

(c) 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 of the Company on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(d) Such of the regulations contained in these presents (other than those relating to share warrants) as are applicable to paid up shares, shall apply to stock

and the words "Share" and "Shareholder" in those regulations shall include "Stock" and "Stockholder" respectively.

(c) Debentures, Debenture Stock, bonds or other securities conferring the right to allotment or conversion into shares or the option or right to call for allotment of shares shall not be issued except with the sanction of the Company in General Meeting.

REDUCTION OF CAPITAL

12. The Company may, from time to time, by special resolution and subject to the provisions of Sections 100 to 104 of the Act, reduce its share capital and any capital redemption reserve account or share premium account.

TRANSFER AND TRANSMISSION OF SHARES

13. (a) The instrument of transfer of any shares in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

(b) The Board shall not register any transfer of shares unless proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company, if the Board thinks fit, on an application in writing made by the transferee and bearing the stamp required for an instrument of transfer register the transfer on such terms as to indemnity as the Board may think fit.

(c) An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall in the case of partly paid shares be effected unless the company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.

(d) For the purpose of sub-clause (c) notice to the transferee shall be deemed to have been duly given if despatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.

(e) Nothing in sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.

(f) Nothing in this Article shall prejudice any power of the Board to refuse to register the transfer of any shares to a transferee, whether a member or not.

14. Shares in the Company shall be transferred by an instrument in writing in the prescribed form as specified in Section 108 of the Companies Act.

15. (a) The Board may, at their absolute discretion and without assigning any reason, decline to register:

(i) the transfer of any share whether fully paid or not to a person of whom they do not approve or

(13(g) Notwithstanding anything contained in the Articles of Association, in the case of transfer of shares or other marketable securities, where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply."

(ii) any transfer or transmission of shares on which the Company has a lien.

Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.

(b) If the Board refuses to register any transfer or transmission of right they shall within one month from the date on which the instrument of transfer or the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.

(c) In case of refusal by Board, the decision of the Board shall be subject to the right of appeal conferred by Section 111, sub-clause (3)

(d) The provisions of this clause shall apply to transfer of stock also.

16. (a) The Board, at their discretion, may decline to recognise or accept instrument of transfer of shares unless the instrument of transfer is in respect of one class of shares.

(b) No fee shall be charged by the Company for registration of transfers or for effecting transmissions of shares on the death of any member, or for registering any letters of probate, letters of administration and similar other documents.

17. (1) In the event of death of any one or more of several joint holders, the survivor or survivors alone shall be entitled to be recognised as having title to the shares.

(2) In the event of death of any one holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares be entitled to be recognised by the Company as having any title to the shares of the deceased.

Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.

Provided further that if the deceased shareholder was a member of Hindu joint family, the Board on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors or the Karta thereof as having title to the share registered in the name of such member.

Provided further that in any case it shall be lawful for Board in their absolute discretion to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as to the Board may deem just.

18. No transfer shall be made to an infant or a person of unsound mind.

19. Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the President or by some person for the time being duly authorised by the Board in that behalf. In case any transferee of a share shall apply for a new certificate in lieu of the old or existing certificate he shall be entitled to receive a new certificate on payment of a sum of Rupee One for every such certificate of shares to which the said transfer relates and upon his delivering up to be cancelled every old or existing certificate which is to be replaced by a new one.

Provided that the additional sum of Rupee One shall not be charged for issue of new certificate in replacement of those which are old, decrepit or wornout or where the cages on the reverse for recording transfers have been fully utilised.

20. The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

21. (1) The Company shall keep a book to be called the "Register of Members", and therein shall be entered the particulars of every transfer or transmission of any shares and all other particulars of shares required by the Act to be entered in such Register.

(2) The Board may after giving not less than seven days' previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of Company is situate, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

(3) All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

TRANSFER BY LEGAL HEIRS

22. (a) 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) to be registered himself as holder of the share or

(ii) to make such transfer of the share as the deceased member could have made.

(b) The Board shall, in either case, have the same right to decline or suspend registration as it would have had it the deceased or insolvent member had transferred the share before the death or insolvency.

(c) 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.

(d) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the shares.

(e) 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 if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

(f) A person becoming entitled to a share by reason of the death or insolvency of the holder be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is complied with within ninety days, the Board may, thereafter, withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

21(1a) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share and whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof."

FOREIGN REGISTER

23. The Company may exercise the powers conferred on it by Sections 157 and 158 with regard to the keeping of a foreign register and the Board may, subject to the provisions of these Sections, make and vary such regulations as it may think fit in respect of keeping any such register.

SHARE WARRANTS

24. (a) The Company may issue share warrants, subject to and in accordance with the provisions of Sections 114 and 115 and accordingly the Board may, in its discretion, with respect to any share, which is fully paid up, on application in writing signed by the person registered as holder of the share and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the share and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.

(b) (i) The bearer of a share warrant may, at any time, deposit the warrant at the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit as if his name were inserted in the register of member as the holder of the shares included in the deposited warrant.

(ii) Not more than one person shall be recognised as depositor of the share warrant.

(iii) The Company shall, on two days' written notice, return the deposited share warrant to the depositor.

(c) (i) Subject as herein otherwise expressly provided, no person shall as bearer of a share warrant, sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a member at a meeting of the Company or be entitled to receive any notices from the Company.

(ii) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holder of the shares included in the warrant and he shall be a member of the Company.

(d) The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

GENERAL MEETINGS OF THE COMPANY

25. (a) The Company shall, in addition to any other meetings, hold a General Meeting, which shall be styled the Annual General Meeting at such intervals and in accordance with the provisions of Section 166 read with Section 210 of the Act.

(b) All General Meetings other than the Annual General Meetings of the Company shall be called Extraordinary General Meetings.

(c) (i) The Board may, whenever it thinks fit, call an Extraordinary General Meeting.

(ii) Extraordinary General Meetings may be called on requisition in accordance with the provisions of Section 169 of the Act.

(d) All business shall be deemed special that is transacted at an Annual General Meeting with the exception of:

(i) The consideration of accounts, Balance Sheet and the reports of the Board of Directors and Auditors;

(ii) The declaration of dividend;

(iii) The appointment of Directors in the place of those retiring and

(iv) The appointing of and fixing the remuneration of Auditors, in the case of any other meeting, all business shall be deemed special.

(c) Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, the provisions of Section 173 of the Act shall be complied with.

NOTICES

26. (a) A General Meeting of the Company may be called by giving not less than twentyone days' notice or after giving such shorter notice as provided for in Section 171(2) of the Act.

(b) Notice of every meeting of the Company shall be given

(i) to every member of the Company residing within India;

(ii) to the persons entitled to a share in consequence of the death or insolvency of a member;

(iii) to the Auditor or Auditors for the time being of the Company, in the manner provided for in Section 172 of the Act.

Provided that the Company shall send as far as practicable notices of the General Meetings to the shareholders residing outside India to the addresses furnished by them to the Company.

(c) Every notice of meeting of the Company shall contain the following:

(i) it shall specify the place, date and time of the meeting

(ii) it shall contain a statement of the business to be transacted thereat.

(d) In every notice calling a meeting of the Company, there shall appear, with reasonable prominence, a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and that a proxy need not be a member.

(e) Accidental omission to give notice to or the non-receipt of notice by any member or other persons to whom it should be given shall not invalidate the proceedings of the meeting.

REPRESENTATION AT MEETINGS

27. (a) A body corporate (whether a Company within the meaning of this Act or not) may, if it is a member of the Company, by resolution of its Board of Directors or other governing body conveyed to the Company, authorise such persons as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company.

(b) The President of India or the Governor of the State, if he is a member of the Company, may appoint such person as he thinks fit to act as representative at any meeting of the Company, or at any meeting of any class of members of the Company.

(c) The person authorised by the resolution as aforesaid shall be entitled to exercise the same rights and powers including the right to vote by proxy on behalf of the body corporate which he represents as that body may exercise if it were a member.

PROXIES

28. (a) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint any other person whether a member or not as his proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting. Provided, however, the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding poll.

(b) A proxy shall be entitled to vote by show of hands only if physically present.

(c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the office 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 poll and in default the instrument of proxy shall not be treated as valid.

(d) An instrument appointing a proxy shall be two way in the form as prescribed in Schedule IX to the Act.

(e) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given.

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

QUORUM

29. (a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to transact the business. Five members present in person shall be the quorum.

(b) If within half an hour from the time appointed for holding a Meeting of the Company, a quorum is not present, the meeting, if called upon the requisition of members, shall stand dissolved.

(c) In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day at such other time and place as the Board may determine.

(d) If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

CHAIRMAN OF MEETINGS

30. The Chairman of the Board of Directors, shall preside at every general meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman the Vice Chairman of the Board of Directors shall preside at every general meeting of the Company.

31. (a) If there is no such Chairman or Vice Chairman or if at any General Meeting either the Chairman or Vice Chairman is not present within 15 minutes after the time appointed for holding the meeting or if they are unwilling to act as Chairman the members present shall choose a Director present to be the Chairman of the Meeting and if no Director is present and all the Directors are unwilling to take the

chair, the members present shall choose someone of their member to be the Chairman.

(b) (i) The Chairman may, with the consent of any meeting at which a quorum is present and he shall, if directed by the meeting, adjourn the meeting from time to time and place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

(c) In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

(d) Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

(e) Where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

(f) Before or on the declaration of the result of voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him if a demand is made in that behalf by any member or members present in person or by proxy and holding shares in the Company:

(i) which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of a resolution; or

(ii) on which an aggregate sum of not less than fifty thousand rupees has been paid-up.

VOTING RIGHTS

32. (a) Subject to any right or restrictions for the time being attached to any class of shares on a show of hands, every member present in person shall have one vote and on a poll the voting rights of members shall be as laid down in Section 87 of the Act.

(b) In the case of joint holders, the vote of the senior who tenders vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For the purpose, seniority shall be determined by the order in which the names stand in the Register of Members.

(c) 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 provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office not less than 24 hours before the time of holding the meeting or adjourned meeting at which such person claims to vote.

(d) No member shall be entitled to vote at any General Meeting unless all call or other sums presently payable by him in respect of shares in the Company have been paid.

(e) (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

BOARD OF DIRECTORS

33. (a) Until otherwise determined by General Meeting, the number of Directors shall be not less than 5 and not more than 18 out of which one-third will be non-rotational Directors.

(b) The first Directors shall be:-

1. Shri M.A. Chidambaram
2. Shri K.R. Srivatsa, Chairman of Board,
until ratified by Board
3. Shri A.C.Muthia, B.E., First President of Company,
until ratified by Board
4. Shri M.G. Menon, B.Sc.(Engg.), M.I.L.Ch.E.,
MIPE, Director
5. Shri Samuel P. Appasamy, B.E.,
Director
6. Shri K.A. Rajagopalan, B.E.(Hons.), Chem. M.Tech.,
Director

34. Any person, whether a member of the Company or not may be appointed, Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.

35. A Director may retire from his Office upon giving one month's notice in writing to the Company of his intention to do so and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

36. (a) The remuneration of each of the Directors shall be such sum as may be determined by the Board subject to the maximum prescribed by the Central Government from time to time for each meeting attended. The Company may allow and pay to a Director who for the time being is residing out of the place at which any meeting of the Directors may be held and who shall come to that place for the purpose of attending that meeting such sum as the Directors may consider fair compensation for his expenses in connection with his attending the meeting in addition to his remuneration as above specified.

(b) Subject to the provisions of the Act, the Directors may, with the sanction of the Special Resolution passed in the General Meeting, and such sanction if any of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.

(c) Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Directors in addition to the said fees set out in sub-clause (a) above, a remuneration of not exceeding one percent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held Office as Directors any time during the year of account in respect of which such remuneration is paid or

during any portion of such year irrespective of the length of the period for which they had held Office respectively as such Directors.

(d) Subject to the provisions of Section 314 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lumpsum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.

37. The continuing Directors may act notwithstanding any vacancy in their body; if and so long as their number is reduced below five, the continuing Directors or Director may act for the purpose of increasing the number of Directors to five or for summoning a general meeting of the Company and for no other purpose.

38. (a) The Board of Directors may from time to time elect one of their body to be the Chairman of the Board of Directors and one as the Vice Chairman of the Board if so necessary.

(b) The Chairman and the Vice Chairman shall not be paid any remuneration for their services as Chairman and Vice Chairman respectively, except reasonable expenses connected with travel, secretarial service and entertainment.

POWERS AND DUTIES OF DIRECTORS

39. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the Act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

40. (a) The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and to keeping a register of the Directors, and to sending to the Registrar an annual list of members and a summary of particulars relating thereto and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 192 of the Act and a copy of the Register of Directors and notifications of any changes therein.

(b) The purchase and sales policies and the changes thereon shall be as approved by the Board of Directors of the Company.

41. Subject to the provisions of Sections 292 and 293 of the Act, the Board of Directors shall have the following powers, namely:-

(a) to purchase, take on lease or otherwise acquire for the Company property rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit.

(b) to authorise the undertaking of works of a capital nature.

(c) to pay for any property, rights or privileges acquired to take on licence 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 shares 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.

(d) to secure the fulfilment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they may think fit.

(e) to appoint at their discretion, remove or suspend and to re-employ such Secretaries, Officers, 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 fix their salaries or emoluments and to require security of such amount as they think fit in such instances.

(f) to appoint any person or persons (whether incorporated or not) to accept and hold in trust for Company any property belonging to the Company or in which it is interested or for any other purposes and to execute and do such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee.

(g) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company.

(h) to refer any claims or demands by or against the Company to arbitration and observe and perform the awards.

(i) to make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.

(j) to determine the person who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.

(k) to appoint any person to be the attorney or agent of the Company with such powers (including power to sub-delegate) and upon such terms as they may deem fit.

(l) to invest in such securities and deal with any of the moneys of the Company upon such investments (not being shares in the Company) and in such manner as they think fit and from time to time to vary or realise such investments.

(m) 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 for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

(n) to give to any person employed by the Company a commission on the profits of any particular business transaction or a share in the general profits of the Company any such commission or share of profits shall be treated as part of the working expenses of the Company.

(o) from time to time to make, vary or repeal bye laws for the regulation of the business of the Company, its officers and servants.

(p) to give, award or allow any bonus, pension, aid, gratuity or compensation to any employee of the Company or his widow, children or dependants that may appear to the Directors just or proper whether such employee, his widow, children or dependants, have or have not legal claim upon the Company.

(q) before declaring any dividend to set aside such portion of the profits

of the Company as they may think fit, to form a fund to provide for such pensions, gratuities or compensation or to create any provident or benefit fund in such manner as the Directors may deem fit.

(r) to enter into all such negotiation 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 for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.

(s) subject to Section 292 of the Act to delegate all or any of the powers, authorities and discretion for the time being vested in them, subject however, to the ultimate control and authority being retained by them.

(t) to open any account or accounts with such Bank or Banks as they may select or appoint and to make, draw, endorse, sign, accept, negotiate and give all cheques, bills of exchange, loan bonds or promissory notes issued by the Government, Central or State and other public utility undertakings and other negotiable instruments required with the business of the Company.

(u) to provide for the management of the affairs of the Company from time to time, either in different parts of India or elsewhere in such manner as they think fit and in particular to establish Branch Offices and to appoint any personnel to be the attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms as may be thought fit.

(v) to establish, maintain, support and subscribe to any charitable or public objects of any institution, society or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business.

(w) subject to the provisions of Section 293 of the Act, the Directors may, from time to time at their discretion, raise loan or borrow monies from any persons and secure the payment of any sum or sums of money so borrowed for the purpose of the Company provided that the money so borrowed and owing at any one time shall not without the sanction of the General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose.

(x) (i) subject to the provisions of the Act, the Directors may raise or secure the repayment of any sum borrowed in such manner and upon such terms and conditions in all respects as they think fit and in particular by the creation of any mortgage or charge on the undertaking of the whole or any part of the property present or future or uncalled capital of the Company or by the issue of bonds, perpetual or redeemable debentures debenture stock of the Company charged upon all or any part of the property of the Company both present and future including its uncalled capital for the time being.

(ii) the Company shall have power to issue debentures in accordance with the provisions of the Act.

(y) to pay and charge to the capital account of the Company all preliminary expenses in connection with the formation and setting up of the Company.

(z) to pay and charge to the capital account of the Company any commission or interest lawfully payable under the provisions of Section 76 and 208 of the Act.

(aa) to do all acts, deeds and things which the Directors may consider advisable to carry out the objects and exercise the powers contained in the object clauses of the Memorandum of Association of the Company.

COMMITTEE OF DIRECTORS

42. (i) The Board may from time to time and at any time constitute one or more Committees of the Board consisting of such member or members of its body as the Board may think fit.

(ii) Subject to the provisions of Section 292, the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit.

(iii) The Board may from time to time revoke, add to or vary any powers, authorities and discretions so delegated.

(b) The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the sub-clause (a) above.

(c) (i) The Chairman or the Vice-Chairman or the President shall be the Chairman of its meetings; if none of them is available or if at any meeting none of them is present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

(ii) The quorum of a Committee may be fixed by the Board and until so fixed if the Committee is of a single member or two members the quorum shall be one and if more than two members it shall be two.

(d) (i) A committee may meet and adjourn as it thinks proper.

(ii) Question arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee.

RESOLUTION WITHOUT DIRECTORS' MEETING VALID

43. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with the necessary papers, if any, to all the members of the Committee or Board then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may be) and to all other Directors or members at their usual addresses in India and approved by such of the Directors as are then in India or by a majority of such of the Directors as are then in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a Meeting of the Board of Committee duly convened and held.

ADDITIONAL DIRECTORS

44. The Board of Directors shall have power to appoint additional Directors subject to the provisions of Section 260 of the Act.

NOMINEE DIRECTORS

45. Notwithstanding anything to the contrary contained in these Articles, so long as any monies remain owing by the Company to the Industrial Development Bank of India (IDBI), Industrial Finance Corporation of India (IFCI), The Industrial Credit and Investment Corporation of India Limited (ICICI), General Insurance Corporation of India (GIC) and Life Insurance Corporation of India (LIC) or to any other Finance Corporation or Credit Corporation or to any other Financing Company or Body out of any loans granted by them to the Company or so long as

IDBI, IFCI, ICICI, GIC, LIC and Unit Trust of India (UTI) or any other Financing Corporation or Credit Corporation or any other Financing Company or Body of which IDBI, IFCI, ICICI, GIC, LIC and UTI or any other Finance Corporation or Credit Corporation or any other Financing Company or Body is hereinafter in this Article referred to as "the Corporation" continue to hold debentures in the Company by direct subscription or private placement, or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any Guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, whole-time or non-whole time, (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s.

(a) The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation such Nominee Director/s shall not be required to hold and share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

(b) The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Debentures in the Company as a result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold Debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of the Guarantee furnished by the Corporation.

(c) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the Meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(d) The Company shall pay to the Nominee Director/s sitting fees and expenses which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation the sitting fees, in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

(e) In the event of the Nominee Director/s being appointed as whole-time Director/s, such Nominee Director/s shall exercise such powers and duties as may be approved by the Corporation and have such rights as are usually exercised or available to a whole-time Director in the Management of the affairs of the Company.

Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the Corporation.

FILLING UP OF CASUAL VACANCIES

46. Subject to the provisions of Section 262 of the Act, the Board of Directors shall have power to fill up casual vacancies.

ALTERNATE DIRECTORS

47. (a) Subject to the provisions of Section 313 of the Act, the Board of Directors shall have power to appoint a person as Alternate Director during the absence of a Director for a period of not less than three months and such alternate Director shall ipso facto vacate office if and when the original Director returns to the State in which meetings of the Board are ordinarily held.

(b) An alternate Director shall be entitled to receive notice of and vote at General Meetings of the Company on behalf of his appointer and generally to represent his appointer in the same manner as if he had been appointed under a general proxy under the provisions of these Articles.

(c) The alternate Director shall be entitled to receive the sitting fees, if any, if he attends a Board Meeting of the Company and the travelling expenses, if any, he incurs for attending the meeting but he shall not be entitled for any other remuneration that the appointer is entitled to as a Director of the Company.

SHARE QUALIFICATION

48. Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meetings of the holders of any class of shares in the Company.

In appointing a person as Director, Provisions of Sections 255 to 257, 263, 274 and 407 of the Act shall be complied with.

WHEN ACTIONS OF DIRECTORS OR COMMITTEE VALID NOTWITHSTANDING DEFECTIVE APPOINTMENT

49. All acts done by any meeting of Board of Directors or a Committee of Directors or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

VACATION OF OFFICE

50. The office of a Director shall become vacant:-

- (i) on the happening of any of the matters provided for in Section 283;
- (ii) on the contravention of the provisions of Section 314 of the Act;
- (iii) if a person is a Director of more than twenty Companies at a time;
- (iv) in the case of Alternate Director on return of the original Director to the State, subject to the provisions of Section 313 of the Act;
- (v) on resignation of his office by notice in writing;
- (vi) if he is disqualified under Section 274 of the Act; or
- (vii) if he is a nominated Director, his nomination is withdrawn in writing by the Company or Corporation which has nominated him.

PRESIDENT AND VICE-PRESIDENTS

51. (a) The Board may appoint with such sanction of the Company in General Meeting and subject to such terms and conditions as may be necessary the first Vice Chairman of the Board and President for a period of 5 years, and to be renewed if mutually agreed to for a further period of 5 years at a time.

(b) The Board may from time to time with such sanction of the Central Government as may be required by law appoint one or more of their body to the office of Vice-President or Vice-Presidents.

(c) The Directors may from time to time resolve that there shall be either one or more Vice-President.

(d) In the event of any vacancy arising in the office of a Vice-President or if the Directors resolve to increase the number of Vice-President, the vacancy shall be filled by the Board of Directors and the Vice president so appointed shall hold the office of such period as the Board of Directors may fix.

52. If a Vice-President ceases to hold office as Director, he shall ipso facto and immediately cease to be a Vice-President.

53. The Vice Chairman of the Board and President shall not be liable to retirement by rotation so long as he holds office as President.

54. The Vice-Presidents shall, subject to such sanction by the Central Government as by law required, receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Company in General Meeting may from time to time determine.

55. The Vice Chairman of the Board and President shall, subject to the supervision and control and policy directives of the Board of Directors have the management of all the affairs and business of the Company and of all its assets and he shall have power to do all acts and things which he shall consider necessary or desirable in the management of the affairs of the Company and to exercise and perform all the powers and duties vested in him for the time being in accordance with the provisions of these presents or by any resolution of the Board.

(a) Subject to the provisions of Section 293 of the Act, to sell for cash or on credit and either wholesale or in retail and for ready or future delivery and realise the proceeds of sale or property movable or immovable or any rights or privileges belonging to the Company or in which the Company is interested or over which the Company may have any such power of disposal, and to exchange such property or rights belonging to the Company for other property or rights.

(b) To determine from time to time who shall be entitled to sign on the Company's dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.

(c) To execute all deeds, agreements, contracts, receipts and other documents that may be necessary or expedient for the purpose of the Company and to make and give receipts, releases and other discharges for moneys or goods or property received in the usual course of business of the Company or lent or payable to or belonging to the Company and for the claims and demands of the Company.

(d) To institute, conduct, defend, compound or abandon any actions, suits and legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company and also to compound or compromise or submit to arbitration the same actions suits and legal proceedings.

(e) To enter into, vary or cancel all manner of contracts on behalf of the Company.

(f) To engage and in his discretion to remove, suspend, dismiss and remunerate bankers, legal advisers, accountants, managers, officers, cashiers, clerks, agents, commission agents, dealers, brokers, foremen, servants, employees or technical or skilled assistants as from time to time may in their opinion be necessary or advisable in the interests of the Company and upon such terms as to duration of employment, remuneration or otherwise and may require security in such instances and to such amounts as the Vice Chairman of the Board and President thinks fit.

(g) To acquire by purchase, lease, exchange, pledge, hypothecation, or otherwise transfer lands, estates, fields, buildings, office show rooms, godowns and other buildings in the state of Tamil Nadu or elsewhere Machinery, Engine, Plant, Rolling Stock, Tools, Machine Tools Outfits, Stores, Hardware and any other materials of whatever description either on credit or for cash and for present or future delivery.

(h) To plan, develop, improve, cut down, process, sell or otherwise dispose of the products of the Company and to incur all expenses in this behalf.

(i) To erect, maintain, repair, equip, alter and extend buildings and machinery in the state of Tamil Nadu or in any other place.

(j) 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 for or in relation to any of the matters aforesaid or otherwise for purpose of the Company.

(k) To pay all moneys due by the Company and look after the finance of the Company

(l) To open current and time-deposit accounts or other account with banker or bankers at his choice, and to operate on such accounts and also when necessary to overdraw or take loans on such accounts on the security of the Company or of any of its assets.

(m) To draw, accept, endorse, discount, negotiate and discharge on behalf of the Company all bills of exchange, promissory notes, cheques, hundies, drafts, railway receipts, dock warrants, delivery orders, Government Promissory Notes, other Government instruments, bonds, debentures or debenturestocks of Corporation, local Bodies, Port Trusts, Improvement Trusts or other Corporate Bodies and to execute transfer deeds for transferring stocks, shares or stock-certificates of the Government and other local or corporate bodies in connection with any business or any subject of the Company.

(n) Subject to the express provisions in these Articles to borrow from time to time such sums of money for the purpose of the Company upon such terms as may be expedient and with or without security.

(o) To receive and give effectual receipts, and discharge on behalf of and against the Company for moneys, funds, goods, or property lent, payable or belonging to the Company or for advances against the goods of the Company.

(p) To make or receive advance of money, goods, machinery, plant and other things by way of sale, mortgage, hypothecation, lien, pledge, deposit or otherwise in such manner and on such terms as the Vice Chairman of the Board and President may deem fit.

(q) To submit to arbitration and enforce the fulfilment of awards regarding any claims in which the Company may be interested to adjust, settle or compromise any claims due to or by the Company and to give to debtors of the Company time for payment.

(r) To institute, appear in or defend any legal proceeding in the name of and on behalf of the Company to sign any pleading or other documents to engage or to instruct any Advocate, Solicitors, and Lawyers and to execute any vakalat or other authority in their favour and to compound and compromise any claim, suit or proceedings.

(s) To make all manner of insurances.

(t) To exercise authority as a controlling officer over all personnel employed for the Company and over all personal affairs.

(u) To delegate any of the powers, authorities and discretions for the time being vested in the Vice Chairman of the Board and President or the Vice Presidents or other Executives of the Company and also from time to time provide by the appointment of an attorney or attorneys to sign, seal, execute, deliver, register or cause to be registered all instruments, deeds, documents or writings, usually necessary or expedient for any of the purposes of the Company not requiring the common seal of the Company.

Provided that the Directors may from time to time, revoke, withdraw, alter or vary all or any of the above powers.

56. The Board may delegate substantial powers of management to the Vice-Presidents.

MEETINGS OF THE BOARD

57. (a) The Board of Directors may meet for the despatch of business or otherwise regulate its meetings as it thinks fit, provided, however, the Board shall meet once in every three months and atleast four such meetings shall be held in every year.

(b) The Chairman on the request of a Director shall at any time summon a meeting of the Board

(c) The Board shall cause notice to be circulated on every Director of the Company for the time being in India and in the case of every other Director in accordance with Section 286 of the Act.

(d) The quorum for a meeting of the Board shall be two Directors or one third of its total strength (any fraction of that one-third rounded as one) whichever is greater, as provided for in Section 287 of the Act.

(e) The Board may elect a Chairman of its meeting from among the Directors of the Company nominated by or representing TIDCO and determine the period for which he is to hold office. The Chairman of the Board shall preside as Chairman at every General Meeting of the Company.

(f) If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting.

PROCEEDING OF MEETINGS

58. (a) The Board of Directors shall cause minutes to be made in the books provided for the purpose in accordance with the provisions of Section 193 of the Act and record.

(i) all appointments of officers made by the Board of Directors;

(ii) the names of the Directors present at each meeting of the Board of Directors or any Committee of the Directors; and

(iii) all resolutions and proceedings at all meetings of the Company and of the Board of Directors and of the Committee of Directors.

(h) Every Director present at any meeting of Board of Directors or Committee of Directors or every member present at any General Meeting shall sign his name in a Book to be kept for the purpose.

REMUNERATION OF DIRECTORS

59. (a) The Directors shall each be paid such sum as may be determined by the Board subject to the maximum as may be prescribed by the Central Government from time to time under the relevant provisions of the Act by way of fee for each Board meeting or a Committee thereof attended, in addition to travelling and other out-of-pocket expenses.

(b) If any Director is called upon to perform extra services for the Company, he shall be paid such sum as the Board may determine with the approval of the General Meeting and Central Government subject to the provisions of the Act.

(c) Any Director may waive the sitting fee or other remuneration to which he is entitled to or receive a lesser remuneration than what is payable under these Articles or any agreements.

AUDIT

60. Once atleast in every year, the Account of the Company shall be examined and the correctness of the Profit and Loss Account and Balance Sheet ascertained by one or more Auditors as provided in the Act.

SECRETARY

61. (a) Subject to the provisions of the Act a Secretary may be appointed by the Board for such terms at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board. A Director may be appointed as Secretary subject to the provisions of Sections 269, 309, 314 and 198 of the Act. The Secretary shall have such powers and duties as may from time to time be delegated or entrusted to him by the Board, the Chairman or the President.

(b) Any provisions of the Act or these regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

BORROWING POWERS

62. Subject to the provisions of Sections 58A, 292 and 293 of the Act and of these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, accept deposits from Members either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company from any source. PROVIDED, HOWEVER, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free-reserves (not being reserve set apart for any specific purpose) the Board of Directors shall not borrow such money without the sanction of the Company in general meeting. No debt incurred by the Company in excess of the limit imposed by these Articles shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.

63. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by Circular Resolution) by the issue of debentures or debenture stock of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time

being, and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

64. Any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing allotment of shares, attending (but not voting) at general meetings, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in general meeting.

65. If any uncalled capital of the Company is included in or charged by any Mortgage or other security, the Directors may, subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

66. The Board of Directors shall cause a proper Register to be kept in accordance with the provisions of Section 143 of the Act of all mortgages, debentures, and charges specifically affecting the property of the Company, and shall cause the requirements of Sections 118, 125 and 127 to 144 (both inclusive) of the Act in that behalf to be duly complied with, so far as they fall to be complied with by the Company. The Company shall comply with the provisions of Section 135 of the Act as regards modification of a charge and its registration with the Registrar.

67. The Company shall, if at any time it issues debentures, keep a Register and index of Debenture Holders in accordance with Section 152 of the Act. The Company shall have the power to keep in any State or Country outside India a branch Register of Debenture Holders resident in that State or Country.

THE SEAL

68. (a) The Board shall provide for the safe custody of the seal.

(b) Subject any statutory requirement as to share certificates or otherwise the Seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board or a Committee of the Board authorised by it is that behalf and except in the presence of at least two Directors and of the Secretary or such other person as the Board may appoint for the purpose and those two Directors and the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

(c) The Company may exercise the power conferred by Section 50 with regard to having an official seal for use abroad and such power shall be vested in the Board.

DIVIDENDS AND RESERVES

69. (a) The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board, provided, however, that in declaring the dividend a Company shall comply with the provisions of Section 205 of the Act.

(b) The Board may, from time to time, pay to the members, such interim dividends as appear to it to be justified by the profits of the Company.

(c) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserve which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied including provision for meeting contingencies or for equalising dividends, and pending such applications 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.

(d) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.

(e) Subject to the rights of the persons, if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amount 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.

(f) No amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of this regulation as paid on the share.

(g) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the share during any portion of the period in respect of which dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such shares shall rank for dividend accordingly.

(h) The Board may deduct from any dividend payable to any members all sum 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 and the shareholder shall be intimated of the fact thereof.

(i) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder, or, in the case of joint holders, to the registered address of that one of the joint holders, who is first named on the register of members, or to such person and to such address as the holder or joint holders may, in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(j) Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonus or other moneys payable in respect of such share.

(j) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

(k) No dividend shall bear interest against the Company.

(l) No unclaimed dividend shall be forfeited by the Board and the Company shall comply with the provisions of Section 205(A) of the Act in respect of such dividend.

ACCOUNTS

70. (a) 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 inspection of members not being Directors.

(b) 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 these Articles or authorised by the Board or by the Company in General Meeting.

(c) In making the annual returns, the Company shall comply with the provisions of Sections 159 and 161 and Schedule V of the Act.

(d) In making the Balance Sheet, the Company shall comply with the provisions of Sections 210 to 222 and Schedule VI of the Act.

CAPITALISATION OF PROFITS

71. (a) The Company in General Meeting may, upon the recommendation of the Board, resolve

(i) that it is desirable to capitalise any part of the amount for the time being standing to the credit or any of the Company's reserve accounts or to the credit of the Profit and Loss Accounts or otherwise available for distribution; and

(ii) that such sum be accordingly set free for distribution in the manner specified in clause (b) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions.

(b) The sum aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (c) either in or towards (i) paying up any amounts for the time being unpaid on any shares held by such members respectively, (ii) paying up in full, unissued shares of the Company to be allotted, distributed and credited as fully paid up, to and amongst such members in the proportions aforesaid or (iii) partly in the way specified in sub-clause (ii).

(c) A share premium account and a capital redemption reserve account may for the purpose of this Article only, be applied in the paying up of unissued, shares to be issued to the Company as fully paid bonus shares.

(d) The Board shall give effect to the resolution passed by the Company in pursuance of this Regulation.

(e) Whenever such a resolution as aforesaid shall have been passed, the Board shall:-

(i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares if any, and

(ii) 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 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 their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares. Any agreement made under such authority shall be effective and binding on all such members.

SECRECY

72. No member shall be entitled to visit or inspect the Company's works without the permission of the Board of Directors or the Managing Director or to require discovery of any information regarding any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process, which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate to the public.

WINDINGUP

73. (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 values as he may deem 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 liquidators may with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributors, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

74. Every Director, Secretary and other officer or employee for the time being of the Company, shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return paper or document with the Registrar of Companies or comply with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

75. Subject to provisions of Section 201 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damages arising from the bankruptcy, insolvency or tortious act of any person, Company or Corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part or for any loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.

Name, Address, Occupation and Description of Subscribers	Name, Address, Occupation and Description of Witness
(Sd.) M.A.CHIDAMBARAM, Adyar House, Madras-25 S/o.Late Dr. Rajah Sir. Annamalai Chettiar Industrialist	
(Sd.) K.R. SRIVATSA 46, Archbishop Mathias Avenue Madras-28 S/o.,Mr.S. Krishnaswamy Management Specialist.	
(Sd.) A.C. MUTHIA Adayar Villa, Madras-25 S/o. Mr. M.A.Chidambaram Management Technologist.	
(Sd.) S. GOVIND SWAMINADHAN 42, Harrington Road Madras-31 S/o.Subbaram Swaminadhan Advocate	(SD.) A. SANTHNAKRISHNAN, E 20, MIG Flats, Batch I, Anna Nagar, Madras - 40. S/o.Late Sri V.R. Arumugam Pillai Company Executive.
(Sd.) M.G. Menon 12, Venus Colony Madras-18 S/o.Late Dr.Manakot Krishna Menon Management Executive	
(Sd.) S.P.Appasamy "Anakara" Gilchrist Garden Madras-31 S/o.Dr.A.J.Appasamy Business Executive	
(Sd.) K.A.Rajagopalan 90, Habibullah Road T.Nagar, Madras-17 S/o.K.R.Appalachariar Business Executive	

Dated at Madras this 29th day of November 1971.