ABHEY OSWAL GROUP

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

OSWAL GREENTECH LIMITED

भारत सरकार–कार्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पंजाब एवं चण्डीगढ़

नाम परिवर्तन के पश्चात नया निगमन प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : L24112PB1981PLC031099

मैसर्स OSWAL GREEN TECH LIMITED

के मामले मे, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स
OSWAL GREEN TECH LIMITED

जो मूल रुप में दिनांक सत्राह नवम्बर उन्नीस सौ इक्यासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अतंर्गत मैसर्स
BINDAL CHEMICALS PRIVATE LIMITED

के रुप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तो के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रुप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं.सा.का.नि 507 (अ) दिनांक 24.6.1985 एस.आर.एन B25487786 दिनांक 23/11/2011 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रुप में मैसर्स
Oswal Greentech Limited

हो गया है और यह प्रमाण–पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण–पत्र चण्डीगढ में आज दिनांक तेईस नवम्बर दो हजार ग्यारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Punjab and Chandigarh

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L24112PB1981PLC031099

In the matter of M/s OSWAL GREEN TECH LIMITED

I hereby certify that OSWAL GREEN TECH LIMITED which was originally incorporated on Seventeenth day of November Nineteen Hundred Eighty One under the Companies Act, 1956 (No. 1 of 1956) as BINDAL CHEMICALS PRIVATE 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 thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B25487786 dated 23/11/2011 the name of the said company is this day changed to Oswal Greentech Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Chandigarh this Twenty Third day of November Two Thousand Eleven.

रजिस्ट्रार
Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh
सत्यमेव जयते

Validity unknown

Registrar of Companies, Punjab and Chandigarh
कम्पनी रजिस्ट्रार, पंजाब एवं चण्डीगढ़

*Note: The corresponding form has been approved by NIPANE VILAS GAJANAN, Assistant Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.
The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:

Oswal Greentech Limited
NEAR JAIN COLONY, VIJAY INDER NAGAR, DABA ROAD,,
LUDHIANA - 141003,
Punjab, INDIA

भारत सरकार–कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पंजाब, हिमाचल प्रदेश एवं चण्डीगढ

नाम परिवर्तन के पश्चात नया निगमन प्रमाण–पत्र

कॉर्पोरेट पहचान संख्या : L24112PB1981PLC031099

मैसर्स OSWAL CHEMICALS AND FERTILIZERS LIMITED

के मामले मे, मैं एतदद्वारा सत्यापित करता हूँ कि मैसर्स
OSWAL CHEMICALS AND FERTILIZERS LIMITED

जो मूल रुप में दिनांक सत्राह नवम्बर उन्नीस सौ इक्यासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अतंर्गत मैसर्स
BINDAL CHEMICALS PRIVATE LIMITED

के रुप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रुप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं.सा.का.नि 507 अ दिनांक 24.6.1985 एस.आर.एन. B23292600 दिनांक 21/10/2011 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रुप में मैसर्स
OSWAL GREEN TECH LIMITED

हो गया है और यह प्रमाण–पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण–पत्र चण्डीगड में आज दिनांक इक्कीस अक्तूबर दो हजार ग्यारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Punjab, Himachal Pradesh, and Chandigarh

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L24112PB1981PLC031099

In the matter of M/s OSWAL CHEMICALS AND FERTILIZERS LIMITED

I hereby certify that OSWAL CHEMICALS AND FERTILIZERS LIMITED which was originally incorporated on Seventeenth day of November Nineteen Hundred Eighty One under the Companies Act, 1956 (No. 1 of 1956) as BINDAL CHEMICALS PRIVATE 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 thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B23292600 dated 21/10/2011 the name of the said company is this day changed to OSWAL GREEN TECH LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Chandigarh this Twenty First day of October Two Thousand Eleven.

Validity unknown

Registrar of Companies, Punjab, Himachal Pradesh, and Chandigarh

कम्पनी रजिस्ट्रार, पंजाब, हिमाचल प्रदेश एवं चण्डीगढ

*Note: The corresponding form has been approved by Prahlad Meena , Deputy Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:

OSWAL GREEN TECH LIMITED
NEAR JAIN COLONY, VIJAY INDER NAGAR, DABA ROAD,,
LUDHIANA - 141003,
Punjab, INDIA

GOVERNMENT OF INDIA

MINISTRY OF COMPANY AFFAIRS

Uttar Pradesh and Uttranchal

37/17 , Westcott Building, The Mall, , Kanpur - 208001, Uttar Pradesh, INDIA

Corporate Identity Number : **L24112UP1992PLC014928**

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The share holders of M/s OSWAL CHEMICALS AND FERTILIZERS LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 19/07/2006 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Kanpur this SEVENTH day of SEPTEMBER TWO THOUSAND SIX.

Registrar of Companies
Uttar Pradesh and Uttranchal

FRESH CERTIFICATE OF INCORPORATION

CONSEQUENT ON CHANGE OF NAME

COMPANY NO. 20.14928

IN THE OFFICE OF REGISTRAR OF COMPANIES, U.P.,
KANPUR.

(Under the Companies Act, 1956 (1 of 1956))

In the matter of

BINDAL AGRO CHEM LIMITED.

I hereby certify that

BINDAL AGRO CHEM LIMITED.

which was originally incorporated on 17th day of November, 1981 under the Companies Act, 1956 under the name BINDAL AGRO CHEM LIMITED.

having duly passed Special Resolution on 27.09.1995 in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto in the letter No. /14928 dated 06.010.95 of the Registrar of Companies, Uttar Pradesh, Kanpur. The name of the said company is this day changed to OSWAL CHEMICALS & FERTILIZERS LIMITED.

and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Kanpur this 6th day of October (ONE THOUSAND NINE HUNDRED NINETY) FIVE.

(A.L. KUREEL)
REGISTRAR OF COMPANIES, U.P.
KANPUR.

No. 14928 /RC/

Dated 06.10.1995

To

M/s OSWAL CHEMICALS & FERTILIZERS LIMITED.
Village Piprola Jalalabad Road, Shahjahanpur.

No.20-14928

[कम्पनी अधिनियम, 1956 की धारा 18 (3)]
[Section 18 (3) of Companies Act, 1956]

एक राज्य से दूसरे राज्य में रजिस्ट्रीकृत कार्यालय के अन्तरण को
पुष्टि करने वाले न्यायालय के आदेश के रजिस्ट्रीकरण का प्रमाणपत्र

CERTIFICATE OF REGISTRATION OF THE ORDER OF COMPANY LAW BOARD BENCH CONFIRMING TRANSFER OF THE REGISTERED OFFICE FROM ONE STATE TO ANOTHER

....ने विशेष संकल्प
द्वारा रजिस्ट्रीकृत कार्यालय का...
राज्य से...राज्य में अन्तरण करने
स्थान की बाबत संगम-ज्ञापन के उपबंधों में परिवर्तन कर दिया है, और ऐसे परिवर्तन को
....तारीख.................................
के आदेश द्वारा पुष्टि कर दी गई है।

The BINDAL AGRO CHEM LIMITED ......having by special resolution altered the provisions of its Memorandumof Association with respect to the place of the registered office by changing it from the state of Union Territory of Delhi to the state of Uttar Pradesh ......and such alteration having been confirmed by an order of Company Law Board Bench,N.R.,New De bearing date the 24th November,1992 in C.P.No.286/17/92-CLB

मैं एतद्द्वारा प्रमाणित करता हूँ कि उक्त आदेश की प्रमाणित प्रति इस दिन रजिस्ट्रीकृत कर दी गई है।

I hereby certify that a certified copy of the said order has this day been registered.

मेरे हस्ताक्षर से यह तारीख.................................को दिया गया।

Given under my hand at Kanpur this 27th day of November,1992 One thousand nine hundred and Ninty Two.

No. 14928 Dated 27.11.1992

M/s. Bindal Agro Chem Limited
Gopala Tower,25 Rajendra Place,
New Delhi.

(R.D.KUREEL)
कम्पनियों का रजिस्ट्रार
Registrar of Companies ,U.P.
KANPUR.

जे.एस.सी.–
J.S.C.—6

Company No. 12648

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT

ON CHANGE OF NAME

IN THE OFFICE OF THE REGISTRAR OF COMPANIES,

DELHI & HARYANA

[Under the Companies Act, 1956 (1 of 1956)]

In the Matter of BINDAL CHEMICALS LIMITED

I hereby certify that BINDAL CHEMICALS LIMITED which was originally incorporated on 17th day of NOVEMBER (One Thousand & Nine Hundred Eighty One) under the Indian Companies Act, VII of 1913/Companies Act, 1956 and under the Name BINDAL CHEMICALS PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21/22 (1) (a)/22 (1) (b) of Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded there to in the Ministry of Industry & Company Affairs, Department of Company Affairs, office of Registrar of Companies Delhi & Haryana, New Delhi vide their letter No. R.O.C. Approval/21/12648/46644 Dated 19.12.1985 the name of the said Company is this day changed to BINDAL AGRO CHEM LIMITED AND THIS Certificate is issued pursuant to Section 23 (1) of the said Act.

Given under my hand at NEW DELHI this 20th day of DECEMBER (One Thousand nine Hundred & Eighty Five).

Seal
Registrar of Companies
Delhi & Haryana

Sd/-
(SATYENDRA SINGH)
ADDL. REGISTRAR OF COMPANIES
Delhi & Haryana

FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

COMPANY NO. 12648

In the office of the Registrar of Companies, Delhi & Haryana

[Under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF BINDAL CHEMICALS PRIVATE LIMITED

I hereby certify that BINDAL CHEMICALS PRIVATE LIMITED which was originally incorporated on 17th day of November, 1981 under the Companies act, 1956 and under the name BINDAL CHEMICALS PRIVATE LIMITED, having duly passed the necessary special resolution on 21.12.1981 in terms of Section 21 of Companies Act, 1956 that the name of the said company is his day changed to BINDAL CHEMICALS LIMITED *and this Certificate is issued pursuant to Section 23 (1) of the said Act.*

Given under my hand at NEW DELHI this 29th day of JANUARY, 1982 (ONE THOUSAND NINE HUNDRED & EIGHTY TWO).

Seal
Registrar of Companies
Delhi & Haryana

Sd/-
(HAR LALL)
Asstt. Registrar of Companies)
Delhi & Haryana

फारम आई.आर.

Form I.R.

निगमन का प्रमाण-पत्र

Certificate of Incorporation

सं० 12648 शक 1903

No. 12648 of 1981-82

मैं एतद्द्वारा प्रमाणित करता हूं कि आज बिन्दल कैमिकल्स प्राईवेट लिमिटेड कम्पनी अधिनियम 1956 (1956 का 1) के अधीन नियमित की गई है और यह कम्पनी परिसीमित है।

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

मेरे हस्ताक्षर से आज ता० 26 कार्तिक, 1903 को दिया गया।

Given under my hand at NEW DELHI this SEVENTEENTH DAY OF NOVEMBER One thousand nine hundred and EIGHTY-ONE.

Seal
Registrar of Companies
Delhi & Haryana

Sd/-
(सूरज कपूर)
कम्पनी रजिस्ट्रार
(SOORAJ KAPOOR)
Registrar of Companies
Delhi & Haryana

(THE COMPANIES ACT, 1956)

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

OSWAL GREENTECH LIMITED

I. The name of the Company is "Oswal Greentech Limited".

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

III. The Objects for which the Company is established on :-

A. THE "MAIN OBJECTS" OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY BE AND IS HEREBY ALTERED BY DELETING EXISTING SUB-CLAUSE NO. 1 AND SUBSTITUTING IN ITS PLACE THE FOLLOWING AS NEW SUB-CLAUSES NOS. 1,2,3,4,5,6,7 & 8 IN CLAUSE NO. III(A) OF THE OBJECT CLAUSE :

1. To build, construct, establish, purchase, sell, take on lease or exchange or otherwise, acquire, hold and maintain industrial, commercial or residential buildings and plots, apartments, houses, hotels, motels, hostels, restaurants, factory premises, godowns, golas, warehouses, flats, boarding housing, clubs, pleasure grounds and amusement parks, theaters, cinemas or other show houses, meeting or lecture halls, libraries, resorts and sanatorium, gardens, swimming pools and baths, huts, bazaars, and markets, melas and exhibitions and to let, sublet, give on lease or otherwise to permit use and occupation of the same for rent on hire charges and to provide for the tenants and occupiers thereof all or any of the conveniences commonly provided in residential, commercial and industrial quarters.

2. To carry on the business as promoters, developers, builders, colonizers, engineers, consultants, contractors for roads, highways, multiplex, shopping malls, housing complex, colonies, building schemes, bridges, dam, canals, industrial complex or any other structural, architectural and mechanical project of any kind in India and abroad.

3. To layout, develop, construct, build, erect, demolish, re-erect, repair, remodel, execute or do any other work in connection with any industrial complex, highways, roads, dam, canals, bridges, multiplex, shopping malls, housing complex, colonies, building schemes, water supply systems, sewerage systems, sanitary installations, electrical installations, other infrastructure projects or any other structural, architectural and mechanical project of any kind in India and abroad whether as contractors, owners, on Build-Operate-Transfer(BOT) basis or on Build-Own-Operate-Transfer(BOOT) basis or on Build-Own-Lease-Transfer(BOLT) basis and for such purpose to prepare estimates, designs, plans, specification or models thereof.

4. To secure, develop, collaborate, construct, maintain, manage, promote, own , take/ give on lease, procure, utilize and operate all kinds of entertainment complexes including running of the multiplexes, cinema halls, theaters, family entertainment centers, , restaurants, food courts, food chains, bar, café, discotheques, clubs, gymnasium, swimming pool, amusement parks/arcades, trade fairs, , exhibitions, games and sports centers , fitness and health centers, golf courses, video parlors, hotels, motels, holiday resorts, beauty parlors, saloons, recreational centers, banquet halls, marriage home, departmental stores, auditoriums and to carry on all kinds of business relating to movie exhibition, entertainment, hotel and tourism related industries, and to carry on the business of consultancy and marketing of activities relating to entertainment and in particular to sell or otherwise provide on rent, the space for advertisements to the persons, firms, corporate or any body interested for the same, to organize events, road shows, etc. for the purpose of marketing and business promotion, within and outside the multiplex, restaurant, banquet, cinema halls and any other building.

5. To carry on the business of production, direction, exhibition, distribution, telecasting, purchase, sale, marketing of cinematographic and video movies or films, educational, scientific and technical films, musical programmes, serials, quiz programmes, thrillers, family dramas, news, sports, and to set up sound recording studios, cinematography and synchronizing studios and laboratories. .

6. To carry on the business of buying, selling, importing, exporting of goods material and services of all types of agency and distribution and establishing, trading, marketing, merchandising, importing & exporting running general store, shopping center/complexes and deal in all kind of consumer, industrial & commercial goods/wares in India and abroad including importers, of metals (ferrous and non-ferrous) cables, conductors PVC raw materials chemicals, & electronic goods, textile including cotton, woolen, art silk, natural silk, uniforms, Readymade Garments, Made-ups of all varieties of Textiles, Yarns, Fabrics, Synthetics, Handwoven, Khadi, Cotton, Silk, Rayon, Jute, Woolen, Nylon, Hemp, Hosiery, Goods of all descriptions, Bags, Signuiece Dresses, Zips, lining Materials, Blankets, Shawls, Flannel, Artificial Synthetics and Man made fibers, Synthetics Fiber and Fabric and Mixed Fabric, Carpets, Marble chips, Marble, Granite, Computers, Mars Paper, Mehandi, Brass ware, Dal, Rice, Oil, Food Grains, Grains, Wheat Maida, Suji, Tea, Atta, Cereals, Basin Bran and Allied Products, Bakery and Bakery products, Confectioners, Flour Mills, Cold Storage, thermoplast and Fiber Glass, all types of leather Goods, ~~Handicrafts, Artistic~~ Goods, Jewellery, Precious and Semi Precious Stones, Artificial Jewellery E.P.N.S. Wares, Plastics Novelties, Toys, All types of Dresses, Herbal Drugs, Herbs, Cosmetics, Computer-Software, Hardware Consultancy, Cranes, Trucks, Bulldoggers, Earth Moving Equipment, Processed Foods, All types of Foods and products, Vegetables, Fruits, Dry Fruits, oil and cakes baby foods, milk and products thereof, dairies products, Order suppliers, Tobacco and Tobacco Cigarettes, Cigars, Jute and its product like gunny Bags, hessian Surgical and Medical goods. Hospital Equipments, Electronics Automobile and aeronautical Goods, cable and Plastic goods, Furniture, Musical items and Toys refectories, Soaps, Stationers, coins made ups metals shields, cutlery, gift item, scarf & stoles of all types, artificial or costume jewellery of all types, National or International trading of all types of goods including hardware items, scarf & stoles of all types, artificial or costume jewellery of all types, National or International trading of all types of goods including hardware items, ferrous/non-ferrous

metals, and to enter into joint venture agreement related to above referred commodities and merchandise and all types of commodities, merchandise and goods, insurance and forwarding agents clearing, freights, forwarding, shipping broker, freight contractors ship chartering movement of goods from one place to another by Lands/Sea and Air Transport and to act as sellers purchasers of license release orders, permits and commission Agents thereof including marketing and trading of shares and securities of all kinds.

7. To carry on the business of trading, marketing, importing, exporting, & dealing in all and every type of commodities, food provisions, kirana items, food grains, agro based products chemicals fertilizers, chemical compounds, metals in all forms & kind & by products thereof.

8. To carry on the business of trading, marketing, importing, exporting and dealing in derivatives and delivery based transactions of all commodities exchanges in India and/or aboroad including dealing in agro based commodities, metals of all types, bullion (gold/silver etc.), crude oil etc. including but not limited to Cashew, Castor Seeds, Chana, Chilli, Crude Palmoil including all Oil and Oil Seeds, Gurgum, Guar Seeds, Gur, Jeera, Jute Sacking, Lemon tur, Masur Grain, Sugar, Pepper, R.M.Seed, R.M. Seed oil cake, Tea, Coffee, Rubber, Soya Bean, Soya Meal, Soya Oil, Turmeric, Urad, Wheat, Cotton, Dry Fruits, Fresh Fruits and Vegitables, Yellow/red Maize, Yellow peas, Potato, Mustard, Rapeseed Oil, Expeller Oil, Mentha Oil, Kapaskhali, Groundnut Oil, Curdi Oil, Sunflower Oil, Tilseed Oil, Vanaspati, Castor Oil, Gingelly Oil, Desi Ghee, Coconut Oil, metals Ferrous and Non-ferrous including Aluminium, Steel, Stainless Steel, Mild Steel, Tor Steel, Zinc, Lead, Nickel, Copper, Tin, Brass, Sponge Iron and all other metals of any kind or nature, whatsoever, and all kind of plastics including HDFE, PVC, PVC Items, Nylon and Nylon items, Acrylic and Acrylic items, and all chemicals including Soda ash. all edible and non-edible/industrial oils including Rice bran Oil, Pamolin Oil, Furnance Oil and any other oils and Oil Seeds.

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

1. Subjects to Section 58 A of the Act and the regulations framed thereunder and the directions issued by Reserve Bank of India, to receive money, deposits and interest or otherwise and to lend money and negotiate loans with or without security to such Companies, firms or persons, and on such terms as may seem expedient, and to guarantee the performance of contracts by any persons, companies or firms.

2. To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.

3. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or siding, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences which

may seem calculated directly or indirectly to advance the interest of the Company and to join with any other person or company in doing any of these things.

4. To make known the business of the Company in such manner as may be thought fit and either by advertisement slides or otherwise.

5. To apply for, purchase or otherwise acquire and protect and renew any patents, patent-rights, inventions, trade-marks, designs, licences, concession and the like, conferring any exclusive or non-exclusive or limited rights to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights, or information so acquired and to expend money in experimenting upon testing or improving any such patents, inventions or rights.

6. To acquire and undertake the whole or any part of the business, property or any liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on.

7. To amalgamate, enter into partnership or into any arrangement for sharing profits union of interest, co-operation joint venture or reciprocal concession or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on.

8. To improve, manage, develop, grant rights or privilges in respect of or otherwise deal with all or any part of the property and rights of the Company.

9. To vest any movable or immovable property, rights or interst acquired by or received or belonging to the Company in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

10. To invest and deal with the moneys and other assets of the Company, not immediately required in any manner.

11. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

12. To apply for, and obtain any act of legislature, charter, privilege, concession, licence or authorisation of any Government, State or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modifidication of the constitution of the company or for any other purpose which may seem calculated directly or indirectly to prejudice the interests of the Company.

13. To enter into any arrangements with any governments or authorities or any person or company that may seem conducive to the objects of the Company or any of them, and to obtain from any such Government, authority, person or company any

rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out and exercise and comply therewith.

14. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company.

15. To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by the allotment of the shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

16. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuties, pensions, allowances or emoluments to any person who are or were at any time in the employment or service or the Company, or of any company which is a subsidiary of the company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid, either alone or in conjuction with any such other company as aforesaid.

17. To procure the Company to be registered, incorporated for recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country any business or profession of the Company.

18. To establish or promote or concure in establishing or promoting any companies or company for the purpose of acquiring all or any of the property, rights, and liabilities of the Company.

19. To sell, lease, mortgage, exchange, grant, licences and other rights over, improve manage, develop and turn to account and in any other manner deal with or dispose of the undertaking, investments, property, assests, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular any shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.

20. To distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction if any for the time being required by law.

21. To act as agents or brokers or as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise and either alone and jointly with others and either by or through agents or

contractors, sub-contractors, trustees or otherwise.

22. To become member of any other bodies of persons, associations, institutions, clubs, societies and bodies corporate including companies limited by guarantee.

23. To accept gifts, bequests, devises or donations of any movable or immovable property or any rights or interst therein from members or others.

24. To employ agents or experts to investigate and examine the conditions, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assests, properties or rights.

25. To subscribe, contribute, gift or donate any money, rights or assets for any national, education, religious, charitable, scientific, public, general or useful objects or to make gifts or donations of money or other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual or bodies of individuals or bodies corporate.

26. To open bank account of any type including overdraft account and to operate the same in the ordinary course of business.

27. To undertake or promote scientific research related to any business or class of business in which the Company is interested.

28. To take part in the formation, supervision or control of the business or operations of any company or undertaking and for that purposes to act as administrators, manager, secretaries, receivers or in any other capacity as far as permitted by law and to appoint and remunerate any director, administrator, manager or accountant or other expert or agent.

29. To do such things as may be considered incidental or conducive to the attainment of the above objects.

(C) OTHER OBJECTS

1. To carry on the business of running motor lorries, motor taxis, motor omnibuses and conveyances of all kinds and to transport passengers and goods and generally to do the business of common carriers.

2. To carry on business as bakers and manufacturers of and dealers in bread flour, rava, maida, biscuits and farinacious compounds and materials of every description.

3. To carry on business of manufacturers of and dealers in sugar, gur, khandsari, sugar-candy, choclates, toffees and other allied products.

4. [1*] To carry on business as brewers, distiller, and manufacturers of, and merchants and dealer in vinegar, acetic acid, glucose, wines, spirits, beers, porter, malt, hops, grain, meal yeast aerated water, corbonic acid gas, mustard, pickles, sauces, condiments of all kinds, cocoa, coffee, preserves and all or any other commodities and things.

1* Approved by the shareholders in their meeting held on 27th September, 1995 by Special Resolution to commence the business.

5. To carry on the business as manufacturers and dealers in boots, shoes, clogs, all kinds of footwear and leather and plastic goods, lasts, boots, trees, laces, buckles, leggings, boot-polishes and accessories and fittings.
6. To carry on business of tobacconists in all its branches and to sell make up and manufacture tobacco cigars, snuff and other articles usually sold by tobacconist.
7. To carry on business as goldsmiths, silversmiths, Jewellers, gem merchants, watch and clock repairers, electroplaters, dressing bag makers, importers and exporters of bullion, and buy, sell and deal (wholesale and retail) in bullion, precious stones jewellery, watches clocks, gold or silver plates, cups, shields, electroplate, cutlery, dressing bags, bronzes, articles of virtue and objects of art.
8. To carry on business as manufacturers and dealers of radios, television sets, teleprinters, telecommunication and electronic equipments, telephone equipments, radars, computers, business machines and their components, including valves, transistors, resistors, condensors and coils.
9. To carry on business of manufacturers or dealers in typewriters, calculating machines, computers, cleaners, sewing and printing machines, air-conditioning equipments, air-conditioners, refrigerators, coolers, ice-cream manufacturing machinery and to maintain air-conditioned godown for storage of goods.
10 To carry on busineses of a steam and general laundry, and to wash, clean, purify, scour, bleach, wring, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and other cotton, silk and woollen fabrics, repair, let on hire, alter, improve treat and in all apparatus, machines materials and articles of all kinds.
11. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops.
12. To manufacture and deal in refrigerators, cooler, ice manufacturers and heavy water, mineral water.
13. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat, agricultural products, milk and dairy products and other perishable items.
14. To carry on the business of production, distribution on exhibition of films and motion pictures, including the running of theaters, cinemas, studios and cinematographic shows and exhibitions.
15. To carry on all or any of the business of builders and contractors, architects, decoraters, merchants and dealers in stone, sand, lime, bricks, cement, timber, hardware and other building materials and act as house agents.
16. To establish and work cement manufacturers and to carry on the business of cement manufacturers, lime burners and ceramics, including sanitary fittings and chinaware.
17. To carry on the business of manufacturers or dealers in tractors, automobiles, earth-moving equipments, internal combustion engines, boilers, locomotives and compressors.

18. To manufacture and/or deal in automobile parts, spare parts, and components of machineries and to act as agents for manufacturers of various parts and components.

19. To carry on the manufacture and sale of patent medicines and preparations, and generally to carry on the business of manufacturers, buyers, and sellers of and dealers in all kinds of medicines and medical preparations and drugs whatsoever and obtain patents for them.

20. To carry on the business manufacturers or dealers in soaps, cosmetics, perfumes and toilet requisities.

21. To carry on the business of manufacturers of dealers in soap, cosmetic, perfumes and toilet requisites, pulp, and paper of all kinds, and articles made from paper or pulp, and materials used in the manufacture or treatment of paper, including cardboard, mill boards and wall and ceiling papers and packaging cartons and newsprints and photographic raw films.

22. To carry on any business, relating to the mining and working of minerals, the production and working of metals and the production, manufacture and preparation of any other material which may be usefully or conveniently combined with the engineering or manufacturing business or the Company or of any contracts undertaken by the Company, and either for the purpose only of such contracts or/as an independent business.

23. 2* To carry on the trades or business of manufacturers of ferro manganese colliery proprietors, coke manufacturer, miners, smelters, engineers and tin plate makers in all their respective branches.

24. To manufacture, buy and sell machinery, stores, engineering products of all kinds and description and to carry on the business of suppliers and dealers in all types of mechinery and in all products intended for use in foundry and treatment of metals.

25. To carry on the business of dealers in wood products, plywood matches, and wooden or metal furniture.

26. To become member of other bodies of persons and associations, including societies, clubs and companies limited by guarantee, whether formed for profit or non-profit making activities.

27. To carry on the business of manufacturers of or dealers in glass products, including sheet and plate glass, optical, glass wool and laboratory ware.

28. To carry on the business of manufacturers of or dealers in textile, including man made fibres, cotton, silk, jute, woollen and synthetics.

29. 3* To carry on the busineess of manufacturers of or dealers of ferrous or non-ferrous metals, including iron and steel, aluminium, brass, tin, nickel, special steels and their products.

30. To carry on the business of manufacturers, dealers, stockists, exporters and

2* & 3* Approved by the shareholders in their meeting held on 27th September, 1995 by Special Resolution to commence the business.

importers of bolts, nuts, nails, rivets, hinges, hooks and all other hardware items of all types and descriptions.

31. To carry on the business as manufacturers, dealers, stockists, exporters and importers of forgings, castings, stampings, all metals, machinery parts, moulds, press tools, jigs, fixtures, injections and compressing, moulding, steel products, automobile parts and spare parts of all kinds of machinery.

32. To carry on the business as manufacturers, dealers, stockists, importers and exporters of buckets, bath tubs, tanks, trunks metal furniture, sales, chimneyes and pipes.

33. To carry on business as manufacturers, dealers, stockists, importers and exporters of wearable fabrics, high density polythylene and polypropylene, woven sacks, tarpaulins of various qualities and types.

34. To carry on business of dairy farming, dairy products and allied products.

35. To carry on business as importers and exporters of general goods, commission agents and clearing and forwarding agents to carry on ali or any of the business of whole-sale and retail in all kinds of merchandise such as textile yarn, steel, spices, dry fruits, chemicals, dyes chemical and grains.

36. To carry on business as manufacturers of, and dealers in plywood, hardwood block for flooring and other purposes, boxes, windows, doors, wood pulp, wood wool, masts, spars, derrics, sleeprs, tool handles, panelling, wood work, furniture and articles of all desciprition wholly or partly made from wood, bricks, cement or stone.

37. To carry on business as manufacturers of or dealers in or as stockists, importers and exporters of packing materials, cartons, containers, boxes, and cases made of paper, boards, wood glass, plastic pulp, (cellulose) films, polythelene rubber, metals, metal foils, gelatine, tin, flexible treated, laminated or other materials.

38. To carry on business as manufacturers of or dealers in or as stockists, importers and exporters of timber, lumber, hardwood, plywood, boxes, windows, doors, wood pulp, sleepers, furniture and articles of all descriptions, made wholly or partly from wood and other materials.

39. To mortgage or take on mortgage, lease, take on lease, exchange or otherwise deal in lands, buildings, hereditaments of any tenure or free hold for residential or business purposes.

40. To acquire, hold or deal in lands, buildings, houses, flats, bungalows and shops.

41. To carry on the business of dealers in shares, stocks, debentures, debenture stock, bonds, obligations, units, securities and other investment.

42. To carry on all or any of the trades or business of preparing, spinning, doubling, weaving,combing, scouring, sizing, bleaching, colouring, dyeing, printing and finishing, working or manufacturing in any way whatever, cotton, wool, silk, flax, hemp, jute, artificial silk, rayon, nylon and other fibrous or textile substances, whether animal vegetables or mineral in any state and whether similar to the

foregoing substances or not to treat and utilize and deal in any waste arising from any such operations, whether carried out by the company or otherwise and also of makers of vitriol and of bleaching, dyeing and finishing materials, and the buying and selling, of and dealing in all or any of the aforesaid substances.

43. To carry on the business of a Company establish with the object of financing industrial or other enterprises within the meaning of Section 370 of the Companies Act, 1956.

44. To acquire, hold and deal in investment, shares, stocks, debentures, debenture stock, bonds, certificate, obligations or securities of any other Company including securities of any Government, Local Authorities by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same or to guarantee the subscription thereof and to exercise and enforce all rights and power conferred by or incidental to the ownership thereof.

45. To procure or develop and supply patents, inventions, models, designs, scientific or industrial formulae or processes.

46. To undertake or promote research in economic, fiscal, commercial, financial, technical and scientific problems.

RESOLVED FURTHER THAT the following sub-clause be added after the existing sub-clause No. 46 in clause III-C i.e. Other Object clause of the Memorandum of Association and be serial numbered as 47, 48, 49, 50, 51, 52, 53, 54, 55, 56 and 57

47. To lend money and negotiate loans, provided that the Company shall not do any banking business with in the meaning of Banking Regulation Act, 1949.

48. To draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, hundies, coupons and other negotiable instruments and securities.

49. To issue on commission, subscribe for purchase, take, acquire and hold, sell, exchang and deal in & trade in all or any types of commodities & goods, shares, stock, bonds, debentures, obligations or securities of any government, local authority or other interest in any other Company.

50. Subject to the approval of R.B.I. under Reserve Bank of India Act, 1934 and any amendment there of, to receive money on deposit at interest or otherwise for fixed period and to lend money on any term that may be thought fit particularly to customers or other person or corporation having dealing with the company and to carry on the business of making members for any deposit scheme as per approval provided that company shall not do any banking business with-in the Banking Regulation Act 1949 by way of loaning, lending and advancing money to individuals, commercial and enterprises.

51. To manage investment pools, mutual funds, Syndication in shares, stocks, securities, finance and real estate by its own or through its branches.

52. To carry on the business of investment in all its branches and to buy by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to underwrite and sub-underwrite, invest in, acquire and hold, sell and/deal in shares stocks, debenture stock, bonds, obligations and securities whether or not fully paid-up, either conditionally or otherwise issued or guaranteed by any Government, State, Dominions Commissioners, Public body or authority,

municipal local or otherwise, firm company, association, or person in India or elsewhere and to act as financial consultants and investment advisors and to render any kind of management and consultancy services concerning forgoing matters and things, but not to carry on banking business as defined under Banking Regulations Act, 1949.

53. To carry on business as share and stock brokers, dealers of any/and/or all Stock Exchange set up in India, recognized by Government of India under Securities Contracts (Regulations) Act, 1964, underwriters, sub-underwriters, agents and sub-brokers, for holding and dealing in stocks, shares and securities of all kind.

54. To carry on the business of commodities brokers, dealers of any or all commodities exchanges set up in India and/or aboard.

55. To carry on the business of investments in Central/State Government Securities/Bonds, Bank bonds, PSU Bonds, Bonds issued by any other Public/Private Sector companies, Investment in Mutual Funds, derivatives, trading in the Stock-Exchanges, investment in equities.

56. To arrange public issue on commission, subscribe for purchase, take, acquire and hold, sell, exchange and deal in shares, stock, bonds, debentures, obligations or securities of any government, local authority or other interest in any other Company.

57. To carry on the business as investment and to acquire and hold and otherwise deal in shares, stocks, debentures, debentures stock, bonds, obligations and securities issued or guaranteed by any company and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority supreme, municipal, local or otherwise, landed property, whether in India or elsewhere and to undertake and carry on and execute financial operations.

IV. The liability of the members is limited

V. The Authorised Capital of the Company is Rs.1630,00,00,000 (Rupees One Thousand Six Hundred Thirty Crores only) divided into:

i) 100,00,00,000 (One hundred crore) Equity Shares of Rs.10/- each; and

ii) 2,75,00,000 (Two crore seventy five lakhs) Redeemable Preference Shares of Rs.100/- each; and

iii) 1,25,00,000 (One crore twenty five lakhs) 0% Optional Convertible Preference Shares of Rs.100/- each; and

iv) 2,30,00,000 (Two crore thirty lakhs) 0.01% Optional Convertible Cumulative Redeemable Preference Shares of Rs.100/- each.

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

Names, addresses, Description and occoupation of Subscribers	No. of Equity Shares taken by each Subscriber	Signatures of Subcribers	Names, address description and occoupation of witnesses
Shiv Kumar Bhargava Son of Late Shri Jyoti Prashad Bhargava 12/11, Shakti Nagar, Delhi (Consultant)	One	Sd/-	I witness the signatures of both the subscriber Sd/- ANNU MALHOTRA S/o Shri Amrit Lal Malhotra B-403, Nirman Vihar, New Delhi (Student)
Tushar Bhargava Wife of Shri Shiv Kumar Bhargava 12/11, Shakti Nagar, Delhi (Service)	One	Sd/-	
	Total Two		

New Delhi the 2nd day of November, 1981.

(THE COMPANIES ACT, 1956)

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

OSWAL GREENTECH LIMITED

PRELIMINARY

1. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act. Interpretation

The marginal notes hereto shall not effect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith.

"The Act" means the Companies Act, 1956.

"These Articles" means these Articles of Association as originally framed or as from time to time altered by Special Resolution.

"The Company" means OSWAL GREENTECH LIMITED.

"The Directors" means the Board of Directors of the Company for the time being.

"The Office" means the Registered Office of the Company for the time being.

"The Register" means the register of Members to be kept pursuant to Section 150 of the Act.

"Dividend" includes bonus.

"Months" means Calender month.

"Year" means a Calender year and, "Financial year" shall have the meaning assigned thereto by Section 2(17) of the Act.

"Proxy" includes attorney duly constituted under a Power of Attorney.

"Seal" means the Common Seal of the Company.

"In Writing" and "Written" shall include printing, lithography and other modes of represting or reproducing words in a visible form.

Words importing the singular number only include the plural number and vice-versa.

Words importing the singular number only include the feminine gender.

Words importing persons include corporations.

Table 'A' not to apply

2. Save as provided here in, the regulations contained in Table 'A' in Schedule I of the Act shall apply to the Company.

SHARES

Share Capital

3. The Authorised Capital of the Company is Rs.1630,00,00,000 (Rupees One thousand Six hundred Thirty crores only) divided into:

i) 100,00,00,000 (One hundred crores) Equity Shares of Rs.10/- each; and

ii) 2,75,00,000 (Two crore seventy five lakhs) Redeemable Preference Shares of Rs.100/- each; and

iii) 1,25,00,000 (One crore twenty five lakhs) 0% Optional Convertible Preference Shares of Rs.100/- each; and

iv) 2,30,00,000 (Two crore thirty lakhs) 0.01% Optional Convertible Cumulative Redeemable Preference Shares of Rs.100/- each.

The Preference Shares shall be eligible to such rate of dividend and will subject to such terms and conditions as may be decided by the Board of Directors of the Company at the time of issue of such shares and shall rank in priority to the Equity Shares in the event of winding up of the Company but shall not be entitled to any participation in the profit or surplus assets of the Company.

Redeemable preference shares

4. The Company shall have power to issues Preference Shares carrying a right to redemption out of profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption; or liable to be

5* Amended by the Shareholders in their Meeting held on 29.09.1995 by way of Special Resolution.

redeembed at the option of the Company, and the Board may, subject to the provisions of Section 80 and 80A of the Act, exercise such power in such manner as think fit.

5. Subject to the provisions of these Articles the Shares shall be under the control of the Directors who may allot or otherwise despose off the same to such terms and conditions and at such time as the Directors think fit, and with power to issue any shares as fully paid up in consideration of services rendered to the Company in its formation or otherwise, provided that where the Directors decided to increase the issued capital of the Company by the issue of further shares the provisions of Section 81 of the Act will be complied with Provided further that the option or right to call of shares shall not be given to any person except with the Sanction of the Company in general meeting. Allotment of Shares

5 (A) Notwithstanding anything contained in any other provision of the Articles or the Act, the offer of right shares under Section 81 (1) (a) of the Act on Shares in respect of which instrument of transfer of shares has been delivered to the Company for registration and the transfer of Shares has not been registered by the Company shall be kept in abeyance pending transfer". Issue of shares at a discount

6. Subject to the provisions of Section 79 of the Act it shall be lawful for the Company to issue at a discount, shares of a class already issued.

7. The Company may, subject to compliance with the provisions of Section 76 of the Act, exercise the powers of paying commision on the issue of shares and debentures. The commision may be paid or satisfied in cash or shares, debentures or debenture stock of the Company. Commission for placing shares

8. The Company may pay a reasonable sum of brokerage. Brokerage

9. Subject to section 187-C of the Act, the Company shall be entitle to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any trust, benami or equitable or other claim to or interest in such shares on and fractional part of a share whether or not it shall have express or othe [illegible] ce thereof. Trust not recognised

Buy back of Shares :

9A. Notwithstanding anything contained in these Articles, in the event it permitted by law for a Company to purchase its own shares of securities, the Board of Directors may, when and though fit, buy back such of the Company's own shares or securities as it may deem expedient, subject to such limited, upon such terms and condition, and subject to such approvals, as may be permitted and/or required by the Law."

CERTIFICATE

10. The certificate of title to shares shall be issued under the Seal of the Company Certificate

Member's right to certificate

11. Every member shall be entitled free of charge to one certificate for all the shares of each class recognised in his name or, if any member so wishes, to several certificates each for one or more of such shares. Unless the conditions of issue of any shares otherwise provide, the Company shall either within three months after the date of allotment and on surrender to the Company of its letter making the allotment or of its fractional coupons of requisite value (save in the case of issue against letters of acceptance or of renunciation or in the case of issue of bonue shares) or within one month of receipt of the application for registration of the transfer, sub-division, consolidation, renewal or exchange of any of its shares, as the case may be, complete, and have ready for delivery the certificates of such shares. Every certificate of shares, shall specify the name of the person in whose favour the certificate is issued, the shared to which it relates and the amount paid up thereon. Particulars of every certificate issued shall be entered in the Register maintained in the form set out in the Companies (Issue of Share Certificates) Rules, 1960.

As to issue of new certificate

12. (1) If any certificate of any share or shares be surrendered to the Company for sub-division or consolidation or if any certificate be defaced, torn or old, decrepit, worn out or where the cages on the reverse for recording transfer have been duly utilised, then upon surrender thereof to the Company, the Board may order the same to be cancelled and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the board, and on such indemnity as the board thinks fit being given a new certificate in lieu thereof shall be given to party entitled to the shares to which such lost or destroyed certificate relate. Where a new certificate has been issued as aforesaid it shall state on the face of it and against the stub or counterfoil that it is issued in lieu of a shares certificate or is a duplicate issued for the one so replaced and, in the case certificate issued in place of one which has been lost or destroyed, the word 'duplicate' shall be stamped or punched in bold letters across the face thereof. For every certificate issued under the Article, there shall be paid to the Company such out of pocket expenses incurred by the Company in investigating evidence as the Board may determine.

Fee on subdivision of share. issue of new certificates

(2) No fee shall be charged for sub-division and consolidation of share and debenture certificates and sub-dislvion of letters of allotment and split, consolidation renewal and pucca transfer receipts into denominations corresponding to the market units of trading, for sub-divions of renounceable letters of rights; for issue of new certificaje in replacement of those which are old, decrepit or worn out, or where the cages on the reverse for recording transfers have

been fully utilised provided that the Company may charge such fees as may be agreed by it with Stock Exchange with which its shares may be enlisted for the time being for issue of new certificates in replacement of those that are torn, defaced, lost or destroyed and for sub-division and consolidation of shares and debenture certificates and for sub-disivion of letters of allotment and split, consolidation; renewal and pucca transfer receipt into denomination other than those fixed for the market units of trading.

12 (A) Notwithstanding anything contained in article 12, the Board of Directore may in its absolute discretion refuse application for sub-division or consolidation of share certificate or Debenture Certificates into denominations of less than the marketable lot except when such sub-division or consolidation is required to be made to comply with a Statutory provision or an order of a competent Court of Law.

JOINT HOLDERS OF SHARES

13. Where two or more person are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the provisions following and to the other provisions of these Articles relating to joint holders.

(a) The Company shall not be bound to register more than four persons as the joint-holders of any share. — Maximum number

(b) The joint holder of a share shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such share. — Liability several as well as joint

(c) On the death of any one of such joint holders the survivor or survivors shall be the only person recognised by the Company as having any title to or interest in such share but the Board may require such evidence of death as it may deem fit. — Survivors of joint-holders only recognised

(d) Only the perons whose name stands first in the Register as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such shares. — Delivery of certificate

CALLS

14. The Directors may, from time to time, subject to the terms on which any shares may have been issued, make such calls as they think fit. — calls

Upon the members in respect of all moneys unpaid on the shares held by them respectively, and not by the condition of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the person and at the times and places appointed by the Directors. A call may be made payable by instalments. The option or right to call of shares shall not be given to any person, except with the sanction of the Company in general meeting.

When call deemed to have been made

15. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

Notice to call

16. Not less than 30 days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

Amount payable

17. If by the terms of issue of any share or otherwise, the whole or part of the amount of issue price thereof is made payable at any fixed time or by instalments at fixed times, every such amount or issue price or instalment thereof be payable as if it were a call duly made by the Directors and of which due notices had been given and all the provisions herein contained in respect of call shall apply to such amount or issue price or instalments accordingly.

Interest to be charged on non-payment of calls

18. If the sum payable in respect of any call or instalment be no paid on or before the day appointed for the payment thereof, the holder for the time being of the share in respect of which the call shall heve been made or the instalment shall be due shall pay interest for the same at the rate 18 per cent per annum, from the day appointed for the payment thereof to the actual payment or at such other rate as the Directors may determine but they shall have power to waive the payment thereof wholly or in part.

Evidence in actions by company against share-holders

19. On the trail or hearing of any action or suit brought by the Company against any member or his representative to recover any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, that the resolution making the call is duly recorded in the minute book and that the amount claimed is not entered as paid in the books of the Company, and it shall not be necessary to prove the appointment of the Directors any call nor that a quorum of Directors was present at the meeting at which any call was made nor that such meeting was duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Payments of calls in advance

20. The Board may, if it thinks fit, receive from any member willing to advance the same, all on any part of the money due upon the shares held by him beyond the sums actually called for, and upon the money so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of calls then made upon the

share in respect of which such advance has been made, the Company may pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, 6 per cent per annum as the member paying such sum as advance and the board agree upon. Money so paid in excess of the amount of call shall not rank for dividends or confer a right to participate in profits. The Boards may at any time repay the amount so advanced upon giving such member not less than three months' notice in writing.

FORFEITURE AND LIEN

21. If any member fails to pay any call or instalment on or before the day appointed for the payment of the same the Directors may at any time thereafter during such time as the call or instalment remains unpaid, serve a such member requiring him to pay the same, together with any interest that may have accrued and expenses that may have been incurred by the Company by reasons of such non-payment. *Notice may be given of calls or instalment not paid*

22. The notice shall name a day (not being less that 30 days from the date of the notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time, and at the place or places appointed, the shares in respect of which such call was made or instalment payable will be liable to be forfeited. *length of notice*

23. If the requirement of any such notice as aforesaid be not complied with; any shares in respect of which notice has been given may, at any time thereafter before payment of all calls or instalments, interest and expenses due in respect there of, be forfeited by a resolution of the Directors to that effect. *If notice not complied with shares may be forfeited*

24. When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register but no forfeiture shall be in any manner invalidated by any ommission or neglect to give such notice or to make entry as aforesaid. *Notice after forfeiture*

25. Any share so forefeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot or otherwise dispose off the same in such manner as they think fit. *Forfeited share to become property of the Company*

26. The Directors may, at any time before any shares so forfeited shall not be sold, re-alloted or otherwise disposed off, annul the forfeiture thereof upon such conditions as they think fit. *Power to annul forfeiture.*

Arrear to be paid notwithstanding forfeiture

27. Any member whose shares have been forfeited shall not-with standing such forefeiture be liable to pay and shall forthwith pay to the Company all calls, instalments, interest and the forfeited together with interest thereon, from the time of the forfeiture until payment at 12 per cent per annum or such other rate as the Directors may determine and the Directors may enforce the payment thereof without any deduction of allowance for the value of shares at the time of forfeiture but shall not be under any obligation to do so. The liability of the ex-shareholder will be only upto the amount not paid by the purchaser.

Effect of forfeiture

28. 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 right incidental of the share except only such of those rights as by these Articles are expressly saved.

Evidence of forfeiture

29. A duly verified declaration in writing that the declarant is a Director of the Company and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposition thereof, shall constitute a given title to such shares.

Company's lien on shares

30. The Company shall have a first and paramount lien upon all the shares (not fully paid-up) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all the money (whether presently payable or not) called are payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created except upon the footing and condition that Article 9 thereof is to have full effect and the said lien shall extend to all dividends from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the company's lien, if any, on such shares.

Intention as to enforcing lien

31. For the purpose of enforcing such lien, the Directors may sell shares subject thereto in such manner as they think fit but no sale shall be made until such period as aforesaid shall have elapsed and unit notice in writing of the intention to sell shall have been served on such member, committee, curator bonis or other person recognised by the Company as entitled to represent such member and default shall have been made by him or them in the payment of the sum payable as aforesaid for 30 days after such notice. The net proceeds of any such sale shall be applied in towards satisfaction of such part of the amount in respect of which the lien exists as is

presently payable by such member, and the residue (if any) paid to such member, his exucutors, administrators, or other representatives or persons so recognised as aforesaid. Application of proceeds of sale

32. Upon any sale after foefeiture or for enforcing a lien in purproted exercise of the powers by these persents given, the Directors exercise of the powers by these persent given, the Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and after his name has been entered in the Register in respect of such shares his title to such shares shall not be affected by any irregualarity or invalidity in the proceedings in reference to such forfeiture, sale or disposition, nor impeached by any person and the remedy of any person aggreived by the sale shall be in damages only and against the Company exclusively. Validity of shares

33. Where any shares under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered to the Company by the former holder of the said shares the Directors may issue new certificates not so delivered up. Power to issue new certificate

TRANSFER AND TRANSMISSION OF SHARES

34. "The instrument of transfer shall be in writing and all the provision of Section 108 of the Companies Act, 1956 and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and the registration thereof. The shares of the company are freely transferable provided such shares are fully paid up and the company has no lien on the said shares. Form of transfer

35. Application for the registration of the transfer of a share may be made either by the transferor or the transferee provided that, where such application is made by the transferor, on registration shall in the case of partly paid shares be effected unless the company gives notice of the application to the transferee in the manner prescribed by the Act, and subject to the provision of Articles 36, 37 and 38 and thereof, 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 application for registration was made by the transferee. Application for transfer

36. Before registering any transfer tendered for registration the Company may, if it so thinks, fit, give notice by letter posted in the ordinary course to the registered holder that such transfer deed has been lodged and that, unless objection is taken, the transfer Notice of transfer to registered holder

will be registered holder fails to lodge an objection in writing at the office of the Company within two weeks from the posting of such notice to him he shall be deemed to have admitted the validity of said trainsfer.

Register of transfer

37. The Company shall keep a "Register of transfers" and therein shall be fairly and distinctly entered particulars of every transfer of any share.

38. Subject to the provision of Section 111 of the Act, the Directors may decline to register any proposed transfer of shares or transmission of shares giving reason for such refusal whether or not the proposed trasferee is a member of the Company. If the Company refuses the transfer of any share the Company shall within one month from the date on which the instrument of transfer was delivered to the Company, send notice of refusal to the transferee and the transferor or to the person giving information of the transmission, as the case may be, provided that registration of transfer of shares not be refused on the ground of the transferor(s) being either alone or jointly with any other person or persons is indebted to the Company on any account whatsoever except a lien on the Shares.

No transfer to minor etc.

39. (1) No transfer shall be made to a minor or a person of unsound mind.

No fee for registration for transfer etc.

(2) No fee shall be charged for registration of transfer, grant of probate, grant of letter of administration, certificate, to dear or marriage, Power of Attorney or similar other instruments.

When instrument of transfer to be retained.

40. "In case of refusal of registration of transfer of share, the instruments of transfer shall be returned to the persons who lodged the transfer requests. All other instruments of transfer which are accepted shall be retained by the Company only for a period of three years from the date of Annual General Meeting held last but in any case for not less than three years from the date of registration of transfer of shares. Further, the share certificates lodged for splitting, consolidation and exchange would also be retained for the same period as in the case of instruments of transfer".

Notice of refusal to register transfer.

41. If the Directors refuse to register the transfer of any shares, the company shall, within one month from the date on which the instrument of transfer was lodge with the Company or intimation given, send to the transferor and the transferee or the person giving intimation of such transfer notice of such refusal giving reasons for such refusal.

Power to close transfer books and register

42. On giving seven days' notice by advertisement in a newspaper circulating in the District in which the Office of the Company is situated the Register of members may be closed during such time as the Directors think fit not exceeding in the whole forty five days in each year but not exceeding thirty days at a time.

43. The executors or administrators or the holder of a succession certificate in respect of shares of a deceased member (not being on of several joint-holders) shall be the only person whom the Company shall recognise as having any title to the shares registered in the name of such member and, in case of the death of any one or more of the joint-holders of any registered shares the survivors shall be only persons recognised by the Company as having any title to or interest in such share but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person before recognising any legal representative or their or a person otherwise claiming title to the shares the Company may require him to obtain a grant of probate or letters of administration or succession certificate, or other legal representation, as the case may be from a competent, Court, provided nevertheless that in any case where the Boards in its absolute discretion thinks fit it shall be lawful for the Board to dispense with production of probate or letters of administration or a succession certificate or such other legal representation upon such terms as to indemnity or otherwise as the Board may consider desirable.

Transmission of registered shares

44. Any person becoming entitled to or to transfer shares in consequence of the death or insolvency of any member, upon producing such evidence that it sustains the character in respect of which proposes to act under this article,-or of his title as the Directors think sufficient, may with the consent of the Directors (which they shall not be under any obligation to give, be registered as a member in respect of such shares or may subject to the regulations as to transfer hereinbefore contained transfer such shares. This article is hereinafter referred to as 'The transmission Article'. Subject to any other provision of these Articles if the person so becoming entitled to shares under this or the last preceding Articles shall elect to be registered as a member in respect of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If he shall elect to transfer to some other person he shall execute an instrument of transfer in accordance with the provisoins of these articles relating to transfer of shares. All the limitation, restrictions and provisions of these Articles relating to the rights to transfer and the registration of transfers of shares shall be applicable to any such notice of transfer as aforesaid.

As to transfer of shares of deceased or insolvent members.

Transmission Article

Notice of election to be registered

Provisions of articles relating to transfer applicable

45. Subject to any other provisions of these Articles if the Directros in their sole discrection are satisfied in regard thereof, a person becoming entitled to a share in consequence of the death or insolvency of a member may receive and give a discharge for any dividends or other moneys payable in respect of the share.

Rights of executors and trustees

SHARE WARRANTS

46. Subject to the provisions of section 114 and 115 of the Act and

Power to issue share warrants

subject to any directions which may be given by the Company in General Meeting, the Board may issue share warrants in such manner and on such terms and conditions as the Board may deem fit. In case of such issue Regulations 40 to 43 of table "A" in Schedule 1 to the Act shall apply.

STOCKS

47. The company may exercise the power of conversion of its shares into stock and in that case regulations 37 to 39 of table "A" in Schedule 1 to the Act shall apply.

ALTERATION OF CAPITAL

Power to sub divide and consolidate

48. The Company may by ordinary resolution from time to time alter the condition of the Memorandum of Association as follows :

(a) Increases the Share Capital by such amount to be divided into shares of such amount as may be specified in tne resolution.

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

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

(d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

Surrender

49. Subject to provisions of Section 100 to 105 inclusive, of the Act, the board may accept from any member the surrender of all or any of his on such terms and conditions as shall be agreed.

MODIFICATION OF RIGHTS

Power to modify rights

50. If at any time the share capital is divided into different classes of share the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be carried 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 Seperate meeting of the holders of shares of that class. To every such Seperate Meeting the provisions of there Articles, relating to

general meeting shall apply, but so that the neccessary quorum shall be two persons atleast holding or representing by proxy one-tenth of the issued shares of the class but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are present shall be a quorum and that any holder of the class present in person or by proxy may demand a poll, shall have one vote for each shares of the class of which he is the holder. The Company shall comply with the provisions of Section 132 or the Act as to forwarding a copy of any such agreement or resolution to the Registrar.

51. The Board may, from time to time at its discretion, subject to the provisions of Section 292 and 293 of the Act, raise or borrow, either from the Director or from elsewhere and secure the payment of any sum or sums of money for the purposes of the Company. Power to borrow

52. The Board may raise or secure or secure the repayment of such sum or sums insuch manner and upon such terms and conditions in all respects at it thinks fit, and, in particular, by the issue of bonds, perpetual to redeemable debenture-stock, or other security on the undertaking of the whole or of the property of the Company (both present and future), including its uncalled capital for the time being, provided that debentures with the rights to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting and subject to the provisions of the Act. Condition on which money may be borrowed

53. Any debenture, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges, as to redemption, surrender, drawings, allotment of shares, appointment of Directors and otherwise, Debentures, debenture-stock, bond other securities may be made assignable free from any equities between the Company and the person to whom the same be issued. Issue at discount etc. or with special privileges

54. Save as provided in Section 108 of the Act, no transfer of debenture shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificates of debentures. Instrument of transfer

55. If the Board refuses to register the transfer of any debentures the Company shall, within two month from the date on which the instrument of transfer was lodged with Company, send to the transferee and to the transferor notice of the refusal, giving reasons for such refusal.

RESERVES

Reserves

56. Subject to the provisions of the Act, the Board shall in accordance with Section 205 (2A) of the Act, before recommending any divided, set aside out of the profit of the Company such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may at the link descretion, either be employed in the business of the Company or be investments (other than shares of the Company as the Board may from time to time think fit). The Board may also carry forward any profit which it may think prudent not to divide without setting them aside as a reserve.

Capitalisation

57. Any General meeting may resolve that the whole or any part of the undivided profit of the Company (which expression shall include any premiums received on the issues of shares and any profits or other sums which have been set aside as a reserve or have been carried forward without being divided) be capitalised and distributes amongst such of the members as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalised amount be applied on behalf of such members in paying up in full any unissued shares of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by such members in full satisfaction of their interest in the said capitalised amount. Provided that any such sum standing to reserve account may, for the purpose of this Article only be applied in paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

Fractional certificate

58. For the purpose of giving effect to any resolution under the last proceeding Articles the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular may issue fractional certificate.

(A) Notwithstanding anything contained in any other provision of the Articles or of the Act, the fully paid up Bonus Shares pursuant to provisions of Section 205 (3) of the Act and Article 57 on Shares in respect of which instrument of transfer of Shares has been delivered to the Company for registration and the transfer of Shares has not been registered by the Company shall be held in abeyance pending transfer.

GENERAL MEETINGS

59. The Directors may, whenever they think fit, call an extra Ordinary General Meeting provided however if at any time there are Directors not in India capable of acting who are sufficient in number to form a quorom any Directors present in India may call in extra ordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board. *Extra Ordinary General Meeting*

60. The Board of Directors of the Company shall on the requistion of such member or members of the Company as is specified in Sub-Section (4) of Section 169 of the Act forthwith proceed to call an extra odrinary general meeting of the Company and in respect of any such requisition and of any Meeting to be called pursuant thereto, all the other provision of Section 169 of the Act and of any statutory modification thereof for the time being shall apply. *Calling of Extra Ordinary General Meeting on requistion*

61. The quorum for a General Meeting shall be five members present in persons *Quorum*

62. At every General meeting the Chair shall be taken by the Chairman of the Board of Directors. If at any meeting the Chairman of the Board of Directors be not present within fifteen minutes after the time appointed for holding the meeting or, though present be unwilling to act as chairman, the members present shall choose one of the Directors present to be chairman or if no Director shall be choosen one of the Directors present to be Chairman or if no Director shall be present and willing to take the chair, then the members present shall choose one of their member, being a member entitled to vote, to be Chairman. *Chairman*

63. Any act or resolution which, under the provisions of this article or of the Act, is permitted shall be sufficiently so done or passed if effected by an ordinary resolution unless either the Act or the articles specifically require such act to be done or resolution passed by a special resolution. *Sufficiency of Ordinary Resolution*

64. If within half an hour from the time appointed for the meeting a quorum be not present the meeting, if convened upon a requisition of share holders shall be disolved but in any other case it shall stand adjourned to the same day in the next week at same time and place, unless the same shall be a public holiday when the meeting shall stand adjourned to the next day not being a public holiday at the same time and place and if at such adjourned meeting a quorum be not present within half an hour from the time appointed for the meeting, those members who are present and not being less than two persons shall be quorum and may transact the business for which the meeting was called. *When if quorum not present, meeting to be dissolved and when to be adjourned.*

How questions or Resolution be decided at meetings.

65. In the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote or votes to which he may be entitled as a member.

66. The Chairman of a General meeting may adjourn the same from time to time and from place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, it shall not be necessary to give notice to the members of such adjournment or of the time, date and place appointed for the holding of the adjournment meeting.

Business may proceed not withstanding demand of poll.

67. If a poll be demanded the demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

Votes of Members.

68. (1) On a show of hands every member present in person and being a holder of Equity Shares shall have one vote and every person present either as proxy on behalf of a holder of Equity Shares or as a duly authorised representative of a body corporate being holder of Equity Shares, if he is not entitled to vote in his owna rights, shall have one vote.

(2) At any General meeting unless a poll is (before or on declaration of the result of voting on any resolution on show of hands), ordered to be taken by the Chairman of the meeting on his own motion or on a demand made in that behalf by member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the Resoulaiton not being less than one-tenth of the total voting power in respect of the Resolution, or on which an aggregate sum of not less than fifty thousand rupees has been paid up, a declaration by the Chairman that a Resolution has or had not been carried, or has or had not been carried unanimously, or by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the general meeting of the Company shall be conclusive evidence of the fact, without proof of the number or the proportion of votes cast in favour of or against the Resoulution.

(3) The voting rights of the holder of the Preference Shares including the Redeemable Cumulative Preference Shares shall be in accordance with the provisions of Sec. 87 of the Act.

(4) No company or body corporate shall vote by proxy so long as a resolution of its Board of Directors under Section 187 of theAct is in force and the representative named in such resolution is present at the General meeting at which the vote by proxy is tendered.

69. A person becoming entitled to a share shall not before being registered as a member in respect of the share entitled to exercise in respect thereof any right conferred by membership in relation to meeting of the Company.

Votes in respect of deceased, insolvent and insane members

If any member be a lunatic or idiot, he may vote whether on a show of hands or at a poll by his committee, or other legal curator ans such last mentioned persons may give their votest by proxy provided that twenty four hours atleast before the time of holding the meeting or adjourned meeting, as the case may be, at which any such person proposes to vote he shall satisfy the Board of his rights under this Article unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

70. Where there are joint holders of any share any one of such persons may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting either personally or by proxy then that one of the said persons so present whose name stands prior in order on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executor or administrators of deceased member in whose name any share stands shall for the purpose of this Article be deemed joint-holders thereof.

Share holder

71. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his Attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its Attorney.

Instrument appointing proxy too in writing

72. 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 of authority shall be deposited at the office not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

Instrument appointing proxy to be deposited at the office.

73. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation to the instrument of transfer of the share in respect of which the vote is given. Provided no intimation in writing of the death, insanity, revocation or transfer of the share have been received at the office or by the Chairman of the Meeting before the vote is given, provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of as instrument of proxy and that the same has not been revoked.

When vote by proxy valid through authority revoked.

Form of instrument appointing proxy

74. Every instrument appointing a proxy shall as nearly as circumstances will admit, be in the form set out in Schedule IX to the Act.

Validity of vote

75. No objection shall be taken to the validity of any vote except at the meeting or poll at which vote shall be tendered and every vote not disallowed at such meeting or poll and whether given personally or by proxy or otherwise shall be deemed valid for all purposes.

Restrictions on voting

76. No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right or lien.

DIRECTORS GENERAL PROVISIONS

Number of Directors

77. The number of Directors shall not be less than three and not more than Twelve.

First Director

78. The first directors of the Company shall be appointed by the subscribers to the memorandum and Articles of Association of the Company.

Power of Directors to add its number

79. The Directors shall have power at any time and from time to time to appoint any person as a Director as an addition to the Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed by the Articles, any directors so appointed shall hold office only until the next Annual General meeting of the Company and shall be eligible for re-election.

Share Qualification of Director

80. A Director shall not be required to hold any share qualification.

Remuneration of Director

81. Each Director shall be entitle to be paid out of the fund of the Company by way of remuneration for his services such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or the committee thereof attended by him.

Continuing Directors may act

82. The continuing Directors may act notwithstanding any vacancy in their body but so that if the number falls belows the minimum number above fixed, the Directors shall not except for the purpose of filing vacancies or of summoning a General meeting act so long as the number is below the minimum.

Directors may contract with Company

83. Subject to the Provisions of Section 297, 299, 300 and 314 of the Act, the Directors (including Managing Director) shall not be disqualified by reason of his or their office as such, from holding office under the Company or from contracting with the Company either as vendor, purchaser lender, broker, lessor or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with a relative of such Director or the Managing Director or with any firm in which any Director or a

relative shall be a Partner or with any other Partner or with a Private Company in which such Director is a member or director interested be avoided,nor shall any Director or otherwise so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established.

APPOINTMENT OF DIRECTORS

84. The Company in General meeting, may subject to the provisions of these Articles and the Act, at any time elect any person to be a director and may from time to time increase or reduce the number of directors and may also determine in what rotation such increased or reduced number is to go out of office. Appointment of Directors.

85. If any Director appointed by the Company in General Meeting vacates office as Director before his term of office will expire in the normal course the resulting casual vacancy may be filled up by the Board at a meeting of the Board, but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occured. Provided that the Board may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Section 284 of the Act. Board may fill up casual vacancies.

86. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any financing Corporation or Company or body (hereinafter referred to as "the Financial Institutions") or so long as the Financial Institution hold any shares, debentures in the Company as a result of direct subscription or underwriting or conversion of loans/debentures into equity capital of the Company each such Financial Institution shall have a right to appoint from time to time one or more persons as Directors of the Board of Directors of the Company which directors is hereinafter referred to as "the Nominee Director". The Nominee Director shall not be required to hold qualification shares and shall not liable to retire by rotation of Directors. The financial Institutions may at any time and from time to time remove the Director appointed by it and may, in the event of such removal and also in case of death or resignation of the Nominee Director, appoint another in his place and also fill any vacancy which may occur as a result of the Nominee Director ceasing to hold office for any reason whatsoever. Such appointment or removal shall be made in writing by the Financial Institutions and shall be delivered to the Company at its Registered Office. The Board of Director of the Company shall have no power Nominee Directors

to remove the Nominee Director from office. Each such Nominee Director shall be entitled to attend all General meetings, Board meetings and meetings of the Committee of which he is member and he and the Financial Institution appointing him shall also be entitled to receive notice of all such meetings as also the minutes of all such meeting. The nominee Directors shall be paid all remuneration, fees, allowances expenses, and other money to which other Directors are entitled, Subject as aforesaid the Nominee Director shall be entitled, the same rights and privileges and be subject to the same obligations as and other Director of the Company. The Nominee Director shall ipso facto vacate his office immediately the money owing by the Company to the Financial Institutions are paid off or on the Financial Institutions ceasing to hold shares/debentures in the Company.

Alternate Directors

87. The Board may appoint any persons to act as an alternate director for a director during the later's absence for a period of not less than three months from the state in which meetings of the Board are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an alternate director, shall be entitled to notice of meetings of the Board and to attend and vote there at accordingly, but he shall ipso facto vacate office if and when the above director returns to start in which meeting of the Baord are ordinarily held or the absent Director vacates office of a Director.

87 (A) The Board shall have power at any time, and from time to time to appoint a person as an additional director provided the number of directors and additional together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Such person shall hold Office only upto the date of next Annual General Meeting of the Company, but shall be eligble for appointment by the Company as a Director at the meeting, subject to the provisions of the Act.

ROTATION OF DIRECTORS

Rotation of Directors

88. (1) Not less than two-thirds of the total number of Directors shall be persons whose period of office is liable to determination by retirement of Directors by rotation.

(2) At each Annual Gerneral Meeting of the Company one third of such of the Director for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, then the number nearrest to one-third shall retire from office

(3) The Director to Retire by rotation at every Annual General

meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day those to retire shall in default of and subject to any agreement among themselves determined by lot.

(4) If at any Annual General Meeting all the Directors appointed under Article 86 and 107 hereby are not exempt from retirement by rotation under Section 255 of the Act then to the extent permitted by the said Section the exemption shall extend to the Director or Directors appointed under Article 86, Subject to the foregoing provisions as between Directors appointed under any of the Articles referred to above, the Director or Directors who shall not be liable to retire by rotation shall be determined by and in accordance with their respective seniorities as may be determined by the Board.

89. A retiring Director shall be eligible for re-election and shall act as Director throughout the meeting at which he retires. Retiring Director eligible for re-election

90. Subject to any resolution for reducing the number of Directors, if at any meeting at which an election of Directors ought to take Place, the Places of the retiring Directors not filled up, the meeting shall stand adjourned till the next succeeding day which is not a public holiday at the same time and place and if at the adjourned meeting the Places of the retiring Directors are not filled up the retiring Directors or such of them as have not had their Places filled up shall (if will to continue in office) be deemed to have been re-elected at the adjourned meeting.

PROCEEDINGS OF DIRECTORS

91. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Notice in writing of every meeting of the Directors shall ordinarily be given by a Director or such other officer of the company duly authorised in this behalf to every Director for the time being in India and at his usual address in India. Meeting of Directors

92. The quorum for a meeting of the Directors shall be determined from time to time in accordance with the provisions of Section 287 of the Act. If a quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of the Directors, it shall be adjourned until such date and time as the Directors present shall appoint. Quorum

93. The Secretary may at any time, and upon request of any two Directors shall summon a meeting of the Directors. Summoning a Meeting of Director

Voting at Meeting

94. Subject to the provisions of Section 316, 372 (5) and 386 of the Act, questions arising at any meeting shall be decided by a majority of votes, each Director having one vote and in case of an equality of votes the Chairman shall have a second or casting vote.

Chairman of meeting

95. The Chairman of the Board of Directors shall be the Chairman of the meetings of Directors, Provided that if the Chairman of the Board of Directors is not present within five minutes after the appointed time for holding the same the Directors present shall chose one of their number to be Chairman of such meeting.

Act for meeting

96. A meeting of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company and the Act for the Time being vested in or exercisable by the Directors generally.

To appoint Committe and to delegate power and to revoke it

97. The Directors may subject to compliance of the provisions of the Act from time to time delegate any of their powers to comittees consisting of such member or members of their body as they think fit, and may from time to time revoke such delegation. Any Committee so formed shall in the exercise of the powers so delegated confirm to any regulations that may from time to time be imposed on it by the Directors. The meeting and proceedings of any such Committee. If 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 are not superseded by any regulation made by the Directors under this Article.

Validity of acts

98. All acts done at any meeting of Directors or of a Committee of the Directors or by any person acting as a Director shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors Committee or person acting as aforesaid or that they or any of them were disqualified.

Resolution by circulation

99. (a) Except a resolution which the Companies Act required it specifically to be passed in a Board Meeting, a resolution may be passed by the Directors of Committee thereof by circulation in accordance with the provisions of Section 289 of the Act.

(b) And any such minutes of any meeting of Directors or of any Committee or of the Company if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as Prima facie evidence of the matters in such minutes.

POWERS OF DIRECTORS

100. Subject to the provisons of the Act, the control of the Company shall be vested in the Directors who shall be entitled to exercise all such power and do all such acts and things as may be exercised or done by the Company and are not hereby or by law expressly required or directed to be exercised or done by Company or Gereral meeting but subject nevertheless to the provisions of any law and of these presents from time to time made by the Company in General Meeting. Provided that no regulation so made shall invalidate any prior act the Directors which would have been valid such regulation had not been made.

General powers of the Company vested in the Director

101. Without prejudice to the general powers conferred by the preceding article the Director may from time to time and any time subject to the restrictions contained in the Act, delegate to managers, secretaries, officers, assistants and other employees or other persons (including any firm or body corporate) of the powers authorised and discretions for the time being vested in the Directors.

102. The Directors may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.

Power to authorise sub-delegation

103. All deeds, agreements and documents and cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments, and all receipt for moneys paid to the Company, shall be signed, drawn, accepted or endorsed or otherwise executed, as the case may be, by such persons (including any firm or body corporate) whether in the employment of the Company or not and in such manner as the Director shall from time to time by resolution determine.

Signing of documents

104. The directors may make such arrangement as may be thought fit for the management of the Company's affairs abroad, and for this purpose (without prejudice to the generality of their power) appoint local bodies, and agents and fix their remuneration, and delegate to them such power as may be deemed requisite or expedient. The foreign seal shall be affixed by the authority and in the presence of and instruments sealed therein shall be signed therein shall be signed by such persons as the Director shall from time to time by writing under the common seal appoint. The Company may also exercise the powers of keeping Foreign Registers. Such regulations nor being inconsistent with the provisions of Section 157 and of the Act, the board may from time to time make such provisions as it may think fit relating thereto and may comply with the requirements of any local law.

Management abroad

Manager or Secretary

105. A manager or secretary may be appointed by the Directors on such terms, at such remuneration, and upon such conditions they may think fit, and any Manager or Secretary so appointed may be removed by the Directors. A director may be appointed as Manager or Secretary, subject to Sectoins 197 A, 314, 387, & 388 of the Act.

Act of director Manager or Secretary

106. A provision of the Act or these regulations required or authorising a thing to be done by a director, manager or secretary shall not be satisfied by the being done by the same person acting both as director and as, or in place of the manager, secretary.

MANAGING DIRECTORS

Power to appoint Managing Director

107. Subject to the provisions of Section 197A, 269, 316, and 317 of the Act, the Board may, from time to time appoint one or more Directors to be Managing Director or Managing Directors of the Company and may, from time to time (subject to the provisions of any contract between him or them and the Company), remove or dismiss him or them form office and appoint another or others in his place or their places.

To what provisions the he shall be subjected

108. Subject ot the provisions of Section 255 of the Act, and Article 88 (4) here of, a Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (Subject to the provisions of any contract between him and the Company) he shall be subjected to the same provisions as to resignation and removal as the other Directors, and he shall, Ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.

Remuneration of Managing Director

109. Subject to the provisions of Sections 198, 309, 310 and 311 of the Act, a Managing Director shall, in addition to the remuneration payable to him as a Director of the Company under the Articles, receive such additional remunerations as may from time to time to be sanctioned by the Company.

Power of Managing Director

110. Subject to the provisions of the Act, in particular to the prohibitions and restrictions contained in Section 292 thereof, the Board may, from time to time, entrust to and confer upon a Managing Director for the time being such of the powers exerciseable under these persents by the Board as it may think fit, and may confer such power for such time, and be exercised for such object and purposes, and upon such terms and with such restrictions as it thinks fit, and in substitution for any of the powers of the Board in that behalf and may, from time to time, revoke, withdraw, alter or

vary all or any such powers.

111. The Director shall provided for the same custody of the Seal and the Seal shall never be used except by the authority of the Directors or a Committee of the Directors previously given and one Directors at least shall sign every instrument to which the seal is affixed. Provided nevertheless that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same. Custody of Seal

DIVIDENDS

112. Subject to rights members entitled to shares (If any) with preferential or special rights attached to them, the profits of the Company from time to time determined to be distributed as dividend in respect of any year or other period shall be applied for payment of dividend or the shares in proportion to the amount of capital paid up on the Shares provided that unless the Board otherwise determines all dividends shall be apportioned and apportionately to the amounts paid or credited as paid up on the shares during any portion provisions of the period in respect of which divdend is paid provided always that subject as aforesaid any capital paid up on a share during the period in respect of which dividend is declared shall (unless the Board otherwise determines of the terms of issue otherwise provide, as the case may be), only entitled the holders of such to an apportioned amount of such dividend as from the payment but so that where capital is paid up in advance of calls such capital shall not confer a right to participate in profit. How Profits shall be divisible

113. The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may subject to the provisions of Section 207 of the act fix the time for payment. Declaration of dividends

114. No larger dividend shall be declare than is recommended by the Directors, but the Company in general Meeting may declare a smaller dividend. Restrictions on amount of dividends

115. No dividend shall be payable except out of the profits of the Company of the year of any other undistributed profits and no dividend shall carry interest as against the Company. Dividends out of profits only

116. The declaration of the Directors as to the amount of the net profits of the Company for any year shall be conclusive. What to be deemed net profits.

117. The Directors may from time to time pay to the members such interim dividends as their judgement the position of the Company justifies. Interim dividend

Debts may be deducted

118. The Directors may retain any dividends on which the Company has a lien and may apply same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists subject to Section 205 A of the Act.

Dividend and call together

119. Any General Meeting declaring a dividend may make a call on the members, of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the company and the member, be set off against the call.

120. A transfer of shares shall not pass the rights to any dividend declared thereon before the registration of the transfer.

Retention in certain cases

121. The Directors may retain the dividend payable upon shares in respect of which any person under the transmission Article is entitled to become a member or which any person under that Article is entitled to transfer until such person shall duly become a member in respect thereof or shall transfer the same.

121. (A) The dividend on Shares, in respect of which instrument of transfer of shares has been delivered to the Company for registration and the transfer of shares has not been registered by the Company, shall be transferred to special account referred to in Section 205A of the Act pending transfer ..

Dividend to joint holders

122. Any one of the several person who are registered as jointholders of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such Shares.

Payment by post

123. Unless otherwise directed, any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or in the case of jointholders to the registered address of that one whose name stands first on the register in respect of the joint holding or to such person and such address as the member or person entitled or such joint holders as the case may be, may direct and every cheque or warrant so sent shall be made payable at par to the person or to the other person as the member of person entitled or such joint-holders as the case may be, paid direct.

124. The payments of every cheque or warrant sent under the provisions of the last preceding Articls shall, if such discharge be to the Company in respect thereof, provided neverthless that the Company shall not be responsible for the loss of any cheque, dividend, warrant or postal money order which shall be sent by post to any member or by his order to any other person in respect of any dividend.

125. "No unclaimed or unpaid dividend shall be for-feited by the Board and "Any Dividend remaining unpaid or unclaimed after having been declared shall be dealt in accordance with the provisions of Section 205 and 205B of the Companies Act, 1956.

BOOKS OF ACCOUNT AND DOCUMENTS

126. The Book of account shall be kept at the registered office or at such other place as the Directors think fit, and shall be open to inspection by the Directors during business hours. Where to be kept

126. (A) Printed copy of every Balance Sheet (including the Profit and Loss Account, the Auditor's Report and every other document required by Law to be annexed or attached as the case may be, to the Balance Sheet.) which is to be laid before the Company in Annual General meeting shall be made available for inspection at the Registered Office of the Company during working hours for a period of twenty one days before the date of the meeting.

A statement containing the salient features of such documents in the prescribed form as the copies of the documents aforesaid, as the Company may deem fit will be sent to every member of the Company and to every trustee for the holder of any debentures issued by the Company not less than twenty one days before the date of the meeting. Subject to Provisions of Sec. 219 of the Act.

127. The Directors 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 or books or documents of the Company or any of them shall be open for inspection to members not being Directors, and no member (not being a Director) shall have any right of inspecting any books of account or documents of the Company except as conferred by law or authorised by the Directors or by the Company in General Meeting. Inspection by members

NOTICES

128. The Company shall comply with the provisions of Section 53, 172 and 190 of the Act as to serving of notices. How notices served on members

129. Every person who, by operation of law, or by transfer or by other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the register shall be duly given to the person from whom he derives his title to such share. Transfree etc. bound by prior notices

130. Any notice or document delivered or sent by post to or left at the registerted address of any member in pursuance of these presents shall not with standing such member be than deceased and Notice valid though member deceased

whether or not the Company has notice of his demise, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint-holders thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators, and all persons, if any, jointly interested with him or her in any share.

How notice to be signed

131. The signature to any notice to be given by the Company may be written or printed.

RECONSTRUCTION

Reconstruction

132. On any sale of the undertaking of the company, the Directors or the Liquidators on a winding up may, if authorised by a special resolution accept fully paid or partly paid up shares, debentures or securities of any other Company whether incorporated in India or not other than existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits fo the Company permit) or the Liquidators (in a winding-up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them and any special resolution may provide for the distribution or appropriations of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distributions so athorised and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights, if any, under section 494 of the Act as are incapable of being varied or excluded by these presents.

SECRECY

No shareholder to enter the premises of the Company without permission

133. No member or other person (not being a Director) shall be entitled to enter upon the property of the company or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors, or subject to Article 125 to require discovery or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate.

INDEMNITY

134 Subject to the provisions of Section 201 of the Act. Every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified against and it shall be the duty of the Directors to pay out of the funds of the Company all costs, losses and expenses (including travelling expenses) which any such Directors, Manager or Secretary or other officer or employee may incur or become liable to by reason of any contract entered into or any way in the discharge of his or their duties and in particular, and so as not to limit the generality of the foreging provisions, against all liabilites incurred by him or by them as such Director's, manager, Secretary, officer or employee in defending any proceeding whether civil or criminal in which judgement is given in his or their favour or he or they, is or are acquitted, or in connection with any application under Section 633 of the Act in which relief is granted by the court and the amount for which each indemnity is provided shall immediately attach as between property of the Company and have priority as the members over all other claims. Indeminity

Names, Address, description and occupation of subscribers	Signature of Subscribers	Name, address and description of witness and Signature
Shiv Kumar Bhargava Son of Late Jyoti Prashad Bhargava 12/11, Shakti Nagar, Delhi (Consultant)	Sd/-	I witness the signatures of both the subscribers **ANNU MALHOTRA** S/o Shri Amrit Lal Malhotra, B-403, Nirman Vihar, New Delhi (Student)
Tushar Bhargava Wife of Shiv Kumar Bhargava 12/11, Shakti Nagar, Delhi (Service)	Sd/-	

Place : New Delhi
Dated the 2nd day of November, 1981.