

(THE COMPANIES ACT, 2013)
(PUBLIC COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
LIBERTY SHOES LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the annual general meeting of the Company held on 29th September, 2014 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

INTERPRETATION

1. In these Articles-unless the context otherwise require

- (a) "the Company" or "this Company" means **LIBERTY SHOES LIMITED**.
- (b) "the Act" means the "Companies Act, 2013" and every statutory modification or reenactment thereof and references to Sections of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof.
- (c) "the Rules" means the Rules made under the Companies Act, 2013 and every statutory modification or reenactment thereof and references to Rules shall be deemed to mean and include references to Rules enacted in modification or replacement thereof.
- (d) "these Articles" means these Articles of Association as originally framed or as altered, from time to time.
- (e) "the Office" means the Registered Office for the time being of the Company.
- (f) "the seal" means the common seal of the Company.
- (g) Words imparting the singular shall include the plural and vice versa, words imparting the masculine gender shall include the feminine gender and word, imparting persons shall include bodies corporate and all other persons recognised by law as such.
- (h) "month" and "year" means a calendar month and a calendar year respectively.
- (i) Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- (j) Unless and context otherwise requires, the words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof, in force at the date at which these regulations become binding on the Company.

TABLE "F" EXCLUDED

2. (1) The Regulations contained in Table F in Schedule-I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

(2) The Regulations for the management of the Company and for the observance of its members and their representatives, shall, subject to any exercise of statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles. They shall be binding on the Company and its members as if they are the terms of an agreement between them.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The Authorized Share Capital of the Company is Rs. 63,50,00,000/- (Rs. Sixty Three Crores Fifty Lacs) divided into 6,35,00,000 (Six Crores Thirty Five Lacs) Equity Shares of Rs. 10/- (Rs. ten) each with powers to increase or decrease its Capital and with power to issue any Shares of any new Capital time to time with and subject to any preferential, qualified or special rights, privileges or conditions as may be thought fit and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be determined by the Company at the time of issue thereof.

4. Subject to the provisions of the Act as well as the rules made there under and these Articles, the shares in the capital of the Company shall be under the control of the Board of Directors, who may allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and at such time as they think fit and with full power to give any person the option to call of or be allotted shares of the Company of any class, either at a premium or at par or at a discount and for such time and for such consideration as the Directors think fit.

5. Any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles; and every person who thus or otherwise accepts any shares and whose name is on the register shall, for the purposes of these Articles, be a member.

6. (1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the relevant provisions of the Act and Rules made there under and whether or not the Company is being wound up be varied with the consent in writing of the holders of three fourth of the issued shares of that class or with a sanction of a resolution passed at a separate meeting of the holders of the shares of that class.

(2) Subject to the relevant provisions of the Act and Rules made there under, to every such separate meeting, the provisions of these Articles relating to meetings shall mutatis

mutandis apply, but so that the necessary quorum shall be such number of Members as prescribed under the provisions of the Act and Rules made there under.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

8. (1) The Company may exercise the powers of paying commission conferred by the relevant provisions of the Act and Rules made there under, provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the relevant provisions of the Act and the Rules made there under.

(2) The rate of commission shall not exceed the rate or amount prescribed in the Act and Rules made there under.

(3) The commission may be satisfied by payment in cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

(4) The Company may also, on any issue of shares, pay such brokerage as may be lawful.

9. Subject to the provisions of the Companies Act, 2013 and the Rules made there under, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent future or partial interest in any share or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

10. (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of the issue shall be provided:-

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, provided that any sub-division, consolidation or splitting of certificates required in marketable lots shall be done by the Company free of any charges.

(2) Every certificate shall be under the seal and shall specify and shares to which it relates and the amount paid up thereon.

(3) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

11. The Company agrees, that it will not charge any fees exceeding those which may be agreed upon with the Stock Exchange.

(i) for issue of new certificates in replacement of those that are torn, defaced, lost or destroyed

(ii) for sub-division and consolidation of shares and debenture certificates and for sub-division of Letters of Allotment and Split, Consolidation, Renewal and Pucca Transfer Receipts into denominations other than those fixed for the market units of trading.

12. The Company may issue such fractional certificates as the Board- may approve in respect of any of the shares of the Company on such terms as the Board thinks fit as to the period within which the fractional certificates are to be converted into share certificates.

13. If any share stands in the names of two or more persons, the person first named in the register of members shall, as regards receipt of dividends, the service of notices and subject to the provisions of these Articles, all or any other matter connected with the Company except the issue of share certificates, voting at meeting and the transfer of the share, be deemed the sole holder thereof.

DEMATERIALISATION OF SECURITIES

14. (1) For the purpose of this Article:-

"Beneficial Owner"- Beneficial Owner shall have the meaning assigned thereto in section 2(1) (a) of the Depositories Act, 1996.

"Depositories Act" - Depositories Act shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

"Depository"-Depository shall mean a Depository as defined in section 2(1)(e) of the Depositories Act, 1996.

"Member"- Member shall mean a duly registered holder from time to time, of the security of the Company and includes every person whose name is entered as beneficial owner in the records of the depository.

"Security"-Security shall mean such security as may be specified by SEBI.

"Dematerialisation of securities" (2) Notwithstanding anything on the contrary contained in this Article, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form and further to rematerialise the securities held in depository pursuant to the Depositories Act, 1996.

"Option to hold securities in physical form or with depository" (3) Every person holding securities of the Company through allotment or otherwise shall have the option to receive and hold the same in form of security certificates if permitted by law, or to receive and hold the same in the dematerialised form with depository.

"Beneficial Owner may opt out of a depository" (4) Every person holding securities of the Company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provide under the provisions of the Depositories Act and the Rules , if

any, prescribed there under and on fulfillment of the conditions prescribed by the Company from time to time, the Company shall issue the relevant security certificates to the beneficial owner thereof.

"Securities in depository to be in fungible form" (5) All securities held by a depository shall be dematerialised and shall be in fungible form. Nothing contained in the relevant provisions of the Act and Rules made there under, shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

"Rights of depository and beneficial owners" (6) (a) A depository shall be deemed to be the registered owner for the purpose of affecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.

- (b) Every, person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all liabilities in respect of his/ her securities which are held by a depository.

"Transfer of Securities" (7) Transfer of securities held in a depository will be governed by the provisions of the Depositories Act, 1996. Nothing contained in the relevant provisions of the Act and Rules made there under, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

"Register and index of beneficial owners" (8) The Register and index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and security holders for the purpose of these Articles.

"Other Matters" (9) Notwithstanding anything contained in these Articles the provisions of Depositories Act, 1996 relating to dematerialisation of securities, including any modification(s) or re-enactment thereof and Rules/Regulations made thereunder shall prevail and apply accordingly.

LIEN

15. (1) The Company shall have a first and paramount lien upon share (not being a fully paid up share), for all money (whether presently payable or not) called or payable at a fixed time in respect of that share. Unless otherwise agreed the registration of a transfer of a share shall operate as a waiver of the Company's lien if any, on such shares. The Directors may at any time declare any shares to be wholly or in part to be exempt from the provisions of this article.

(2) The Company's lien, if any, on a share shall extend to all dividends payable thereon, subject to the relevant provisions of the Act and Rules made there under.

16. The Company may sell, in such manner as the Board thinks fit, any share on which the Company has a lien provided that no sale shall be made:-

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

(b) until the expiration of Fourteen days after a notice in writing demanding payment of such part of the amount, in respect of which the lien exists as is presently payable, have been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or other wise and stating that amount so demanded if not paid within the period specified at the Registered Office of the Company, the said shares shall be sold.

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

(2) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer.

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

18. (1) The proceeds of the sale shall be received by the Company and applied in payment of the whole or a part of the amount in respect of which the lien exists as is presently payable.

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

CALLS ON SHARES

19.(1) The Board of Directors may, from time to time, make calls upon the members in respect of money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

(2) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment of the call money pay to the Company at the time or times and place so specified, the amount called on his shares.

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

20. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Call money may be required to be paid by installments.

21. The joint holder of a share shall be jointly and severally liable to pay all calls in respect thereof.

22. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate of interest as the Board may determine.

(2) The Board shall be at liberty to waive payment of any such interest wholly or in part.

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

(2) In case of non-payment of such sum all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

24. (1) Subject to the relevant provisions of the Act and Rules made there under, the Board may, if it thinks fit receive from any member willing to advance all or any part of the money uncalled and unpaid upon any shares held by him; and

(2) if it thinks fit, may pay interest upon all or any of the monies advanced on uncalled and unpaid shares (until the same would but for such advance become presently payable) at such rate not exceeding, unless the Company in General Meeting shall otherwise direct, 12% (Twelve percent) per annum as may be agreed upon between the Board and the members paying the sums or advances, money so paid in advance shall not confer a right to dividend or to participate in profits or any voting Rights.

25. On the trial or hearing of any suit or proceedings 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 share, it shall be sufficient to prove that name of the defendant is or was, when the claim arose, on the Register of Members of the Company as a holder or one of the holders of the number of shares in respect of which such claim is made 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 is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who resolved to make any call, nor that a quorum of Directors was present at the Board Meeting at which any call was resolved to be made, nor that the meeting at which any call was resolved to be made was duly convened or constituted nor any other matter, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

26. Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall, preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

TRANSFER AND TRANSMISSION OF SHARES

27. The Company shall keep a "Register of Transfers", and there in shall fairly and distinctly enter particulars of every transfer or transmission of any share.

28. (1) The instrument of transfer of any share in the Company shall be executed by or on behalf of both transferor and the transferee.

(2) The transferor shall be deemed to remain a holder of the share until name of the transferee is entered in the register of members in respect thereof.

29. The instrument of transfer shall be in writing and all the relevant provisions of the Act and Rules made there under and of any modification thereof for the time being shall be complied with in respect of all transfer of shares and registration thereof.

30. Unless the Directors decide otherwise, when an instrument of transfer is tendered by the transferee, before registering any such transfer, the Directors shall give notice by letter sent by registered acknowledgment due post to the registered holder the such transfer has been lodged and that unless objection is taken the transfer will be registered. If such registered holder fails to lodge an objection in writing at the office within ten days from the posting of such notice to him, he shall be to have admitted the validity of the said transfer. Where no notice is received by the registered holder, the Directors shall be deemed to have decided not to give notice and in any event the non-receipt by the registered holder of any notice shall not entitle him to make any claim to any kind against the Company or the Directors in respect of such non-receipt.

TRANSFER OF SHARES

31. The Board of Directors may, subject to the right of appeal as conferred under the relevant provisions of the Companies Act, 2013 and Rules made there under, decline to register:-

(a) the transfer of a share not being a fully paid up. share, to a person of whom they do not approve; or

(b) any transfer of the share on which the Company has a lien, provided that the registration of transfer shall not be refused on the ground of transferor being either alone or jointly with any person or persons indebted to the Company on any account except a lien.

32. The Board may also decline to recognize any instrument of transfer unless:-

(a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act.

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument is in respect of only one class of shares.

33. All instruments of transfer which shall be registered shall be retained by the Company, but may be destroyed upon the expiration of such period as the Boards may from time to time determine. Any instrument of transfer which the Board declines to register shall (except in any case of fraud) be returned to the person depositing the same.

34. (a) on giving not less than seven days' previous notice in accordance with Section 91 and the Rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may, from time to time, determine:

Provided that such registration shall not be suspended for more than forty- five days in the aggregate in any year or for more than thirty days at any one time.

(b) There shall be no charge for:

- (a) Registration for shares or debentures;
- (b) Sub- division and/ or consolidation of shares and debenture certificates and subdivision of Letters of Allotment and split consolidation, renewal and pucca transfer receipts into denominations corresponding to the market unit of trading;
- (c) sub- division of renounceable Letters of Right
- (d) issue of new certificates in replacement of those which are decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilized;
- (e) registration of any Powers of Attorney, Letter of Administration and similar other documents.

TRANSMISSION OF SHARES

35. (1) On the death of a member, the survivor or survivors where the member was a joint holder and his legal representative where he was a sole holder shall be the only person recognised by the Company as having any title to his interest in the shares.

(2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other person.

36. (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect either:-

(a) to be registered himself as holder of the shares; or

(b) to make such transfer of the shares as the deceased or insolvent member could have made.

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

37. (1) If the person so becoming entitled, shall elect to be- registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

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

(3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.

38. On the transfer of the share being registered in his name a person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same

dividends and other advantages to which he would be entitled if he was the registered holder of the share and that he shall not, before being registered as a member in respect the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company;

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonus or other monies payable in respect of the share, until the requirements of the notice have been complied with.

NOMINATION

39. Notwithstanding anything contained in Articles 34 to 38 or in any other law for the time being in force, a holder or joint holders of shares or debentures, may nominate, in accordance with the provisions of the relevant section of the Companies Act, 2013, and in the manner prescribed there under, a person to whom all the rights in the shares or debentures of the Company shall vest in the event of death of such holder(s). Any nominations so made shall be dealt with by the Company in Accordance with the relevant provisions of the Companies Act, 2013.

FORFEITURE OF SHARES

40. If a member fails to pay any call or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

41. The notice aforesaid shall

(a) name a further day (not earlier than the expiry of 14 {fourteen} days from the date of service of notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made, will be liable to be forfeited.

42. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at .any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the date of forfeiture, which shall be the date on which the resolution of the Board is passed forfeiting the shares.

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

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

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

Company in respect of the shares together with interest thereon from the time of forfeiture until payment at such rate of interest as determine by the Board from time to time.

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

45. (1) A duly verified declaration in writing that the declarant is a director or the secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts stated therein stated as against all persons claiming to be entitled to the share.

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

(3) The transferee shall thereupon be registered as the holder of the share.

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

46. The provisions of these Articles as to forfeiture shall apply, in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

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

48. Upon any sale, after forfeiture or for enforcing a lien in purported exercise of powers here in before given, the Board 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 the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity, of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damage only and against the Company exclusively.

49. Upon any sale, re-allotment or other disposal under the provisions of these Articles relating to lien or to forfeiture, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect. When any shares, under the powers in that behalf herein contained are sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such shares, the Board may issue a new certificate for such shares distinguishing it in such as it may think fit from the certificate not so delivered.

50. The directors may, subject to the provisions of the Act, accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof.

BUY- BACK OF SHARES

51. Notwithstanding anything contained in these Articles, in the event it is permitted by law for a Company to purchase its own shares or securities, the Board of Directors may, when & if thought fit, buy-back such number of the Company's own shares or securities whether fully, paid up or partly paid up as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be permitted by law.

SHARE WARRANTS

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

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

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

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

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

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

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

ALTERATION OF CAPITAL

56. The Company may, from time to time, by ordinary resolution increase its share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

57. Subject to the provisions of the Act, the Company may from time to time, by ordinary resolution:-

(a) consolidate and divide all or any of its capital into shares of larger amounts than its existing shares;

(b) The Company may, by an ordinary resolution:

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

(ii) re-convert any stock into paid-up shares of any denomination authorised by these Articles.

(c) sub-divide its shares or any of them, into shares of smaller amounts than is fixed by the Memorandum of Association;

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

58. Where shares are converted into stock:

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

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

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regard dividends voting and meeting of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid-up shares shall apply to stock and words

"share" and "shareholders" in those regulations shall include "stock' and "stockholders" respectively.

59. The Company may, from time to time, by special resolution and on compliance with the relevant provisions of the Act and Rules made there under, reduce its Share Capital and Capital Redemption Reserve Account or Securities Premium Account.

60. The Company shall have power to establish Branch Offices, subject to the relevant provisions of the Act or any statutory modifications thereof.

61. The Company shall have power to pay interest out of its capital on so much of shares which were issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provisions of any plant for the Company in accordance with the applicable provisions of the Act.

62. The Company, if authorised by a special resolution passed at a General Meeting may amalgamate or cause itself to be amalgamated with any other person, or body corporate, subject however, to the provisions of the Companies Act.

GENERAL MEETINGS

63. All General Meetings other than the Annual General Meetings of the Company shall be called Extra ordinary General Meetings.

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

(2) If at any time directors capable of acting who are sufficient in number to form a quorum directors are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, to that in which such a meeting may be called by the Board.

CONDUCT OF GENERAL MEETINGS

65. No General Meeting, Annual or Extraordinary, shall be competent to enter upon, discuss or transact any business which has not been stated in the notice by which it was convened or called.

66. (1) No business shall be transacted at any General Meeting, unless a quorum of members, is present at the time, when the meeting proceeds to business.

(2) The quorum of General Meeting shall be as provided in the Companies Act, 2013 and Rules made there under.

67. The Chairman, if any, of the Board shall preside as Chairman at every General Meeting of the Company.

68. If there is no such Chairman or if he is not present within fifteen minutes of the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting,

the Directors present shall elect one of their members to be the Chairman of the meeting.

69. If at any meeting no director is willing to act as Chairman or if no director is present within 15 (fifteen) minutes of the time appointed for holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting.

70. No business shall be discussed at any general meeting except the election of a Chairman, while the chair is vacant.

71. On any business at any General Meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll or otherwise as permitted under the provisions of Companies Act, 2013, the chairman of the meeting shall have second or casting vote.

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

ADJOURNMENT OF MEETING

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

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

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

(4) Save as aforesaid and as provided under the relevant provisions of the Act and Rules made there under, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

74. Subject to any rights or restrictions for the time being attached to any class or classes of shares:-

(a) on a show of hands, every member present in person shall have one vote;
and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

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

76. A member of unsound mind or in respect of whom an order has been made by any Court having, jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by his committee or other legal guardian, and any such committee or guardian may on a poll, vote by proxy, provided that such evidence as the Board may require of the authority of the person claiming to Vote shall have been deposited at the office not less than 24 hours before the time of holding the meeting or adjourned meeting at which such person claims to vote on poll.

77. No member shall be entitled to vote at any general meeting unless all calls, and other sums presently payable by him in respect of shares in the Company or in respect of shares on which the Company has exercised any right of lien, have been paid.

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

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

79. A member may exercise his vote at a meeting by electronic means in accordance with Act and shall vote only once.

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

PROXY

81. The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a notarised copy of that power or authority shall be deposited at the registered office of the Company, not less than 48 hours before, the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated valid.

82. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105 of the Act.

83. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which, the proxy was executed or the transfer of the shares in respect of which the proxy is given, if no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office, before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

84. The number of Directors of the Company shall not be less than three and not more than fifteen.

85. The following shall be first directors of the Company:

- I. Dharam Pal Gupta
- II. Parshotam Dass Gupta
- III. Raj Kumar Bansal

86. At every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation in accordance with the relevant provisions of the Act or if their number is not three or a multiple of three, then the number nearest of one third shall retire from office in accordance with the provisions of the Act and Rules made there under.

87. (1) The Directors other than the Whole Time Directors of the Company shall be paid such sitting fee for attending the meeting of Board and committee thereof as may be decided by the Board of Directors from time to time. However such sitting fee shall not any time exceed the maximum amount of sitting fee prescribed under the Companies Act, 2013 and rules made there under, as amended from time to time.

(2) Subject to the applicable provisions of the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in General meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination, shall be divided among the Directors equally or if so determined paid on a monthly basis.

(3) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.

(4) Subject to the relevant provisions of the Act, if any Director be called upon to perform any extra services or make special exertions or efforts (which expression shall include work done by a Director as a member of any committee formed by the Directors) the Board may pay such Director special remuneration for such extra services or special exertions or efforts either by way of a fixed sum or by percentage of profit or otherwise and may allow such Director at the cost and expense of the Company such facilities or amenities (such as rent free house, free medical aid and free conveyance) as the Board may determine from time to time.

(5) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid in accordance with Company's rules to be made by the Board all traveling, hotel and other expenses properly incurred by them:-

(a) In attending and returning from meetings or adjourned meeting of the Board of Directors or any committee thereof or.

(b) In connection with the business of the Company.

88. The Directors shall not be required to hold any qualification shares in the Company.

89. Subject to the relevant provisions of Act and Rules made there under, the Board of Directors shall have power at any time, and from time to time, to appoint a person as

additional Director, provided the number of directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

90. If it is provided by any trust deed securing or otherwise in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company then in the case of any and every such issue of debentures, there persons having such power may exercise such power, from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as a Debenture Director. A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be liable to retire by rotation, but he, shall be counted in determining the number of retiring Directors.

91. In the course of if its business and for its benefit the Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, corporation, government, financing institution or other authority that he or it shall have the right to appoint his or its nominee on the Board of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Special Directors. Special Directors shall be entitled to hold office until requested to retire by the government, authority, person, firm, institution or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office whether upon request as aforesaid or by death, resignation or otherwise the government, authority, person, firm, institution or corporation who appointed such Special Director may if the agreement so provide, appoint another Director in his place. But they shall be counted in determining the number of retiring Directors.

92. Subject to the relevant provisions of the Act and Rules made there under, the Board of Directors shall have power to appoint an alternate Director to act for a Director during his absence for a period of not less than three months from India.

93. A Director may be or become a director of any company promoted by the Company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as director or shareholder of such company. Such Director, before receiving or enjoying such benefits in cases in which the provisions of Section 188 of the Act and Rules made there under are attracted, will ensure that the same have been complied with.

94. Every nomination, appointment or removal of a Special Director shall be in writing and shall in the case of a government or authority be under the hand of secretary to such government or authority and in the case of a corporation under the hand of a director of such corporation duly authorised in that behalf by a resolution of the Board of Directors. Subject as aforesaid a Special Director shall be entitled to the same rights and privileges and be subject to same obligations as any other Director of the Company.

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

(i) on the happening of any of the events provided for in the Act and Rules made there under,

(ii) on contravention of the provisions of Section 188 of the Act and Rues made there under, or any statutory modification thereof,

(iii) if a person is a Director of more than twenty Companies at a time;

(iv) in the case of alternate Director on return of the original Director to India, in terms of Section 161 of the Act and Rules made there under, or

(v) on resignation of his office by notice in writing and is accepted by the Board.

96. Every Director present at any meeting of the Board or a committee thereof shall sign his name in a book to be kept for that purpose, to show his attendance thereat.

POWERS OF BOARD OF DIRECTORS

97. The Board may pay all expenses incurred in the formation, promotion and registration of the Company.

98. The Company may exercise the powers conferred by relevant provisions of the Act and Rules made there under, with regard to having an official seal for use abroad and such powers shall be vested in the Board.

99. The Company may exercise the powers conferred on it by the relevant provisions of the Act and Rules made there under with regard of the keeping of a foreign register and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit with respect to the keeping of any such register.

100. The Directors may enter into contracts or arrangements on behalf of the Company subject to the necessary disclosures required by the Act, being made wherever any Director is in any way, whether directly or indirectly concerned or interested in the contract or arrangement.

BORROWING POWER

101. Subject to the applicable provisions of the Act, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property (both present and future) an uncalled capital, or any part thereof and to issue debentures, debenture-stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

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

103. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise, may be made assignable free from any equities between the Company and person to whom the same may be issued and may be issued on the condition that they, shall be convertible into shares of any authorised denomination, and with privileges and conditions as to redemption, surrender, drawings, allotment to shares, attending (but not voting) at general meetings, appointment of Directors and otherwise, provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

104. All cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person and in such manner as the Board may, from time to time, by resolution determine.

PROCEEDINGS OF THE BOARD

105. Subject to the applicable provisions of the Act, the quorum for a meeting of the Board of Directors shall be one third to its total strength (any fraction contained in that one third being rounded off as one) or two Directors, whichever is higher, provided that where at any time the number of interested Directors exceeds or is equal to two thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors, who are not interested, present at the meeting, being not less than two, shall be the quorum during such time. For this purpose the participation of directors through video conferencing or by other Audio visual means shall also be counted for the purpose of quorum.

106. If a meeting of the Board could not be held for want of quorum, whatever number of Directors, not being less than two, shall be present at the adjourned meeting, notice whereof shall be given to all the Directors, shall form a quorum.

107. (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of vote.

(2) In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

108. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Directors may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company, but for no other purpose.

109. (1) Save as provided in these Articles, the Board may elect one of its members as Chairman of its meetings and determine the period for which he is to hold office as such.

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

110. Subject to the restrictions contained in the Act, the Board may delegate any of its powers to committees of the Board consisting of such member of its body as it thinks fit and it may, from time to time, revoke such delegation and discharge any such committee of the Board either wholly or in part and either as persons or purposes, but every committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

111. The meetings and proceedings of any such committee of the Board, 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 regulations made by the Directors under the last preceding Article.

112. (1) A committee may elect a Chairman of its meetings.

(2) If no such chairman is elected or if at any meeting the chairman is not present within five minutes to the time appointed for holding the meeting, the members present may choose one of their members to be chairman of the meeting

113. (1) A committee may meet and adjourn as it thinks proper.

(2) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes, the Chairman shall have been second, or casting vote.

114. All acts done by any meeting of the Board or by a committee thereof or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of any such Directors, or persons acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to act as such, or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, had duly continued in office, was qualified, had continued to be a Director, his appointment had not been terminated and he had been entitled to be a Director provided that nothing in this Article shall be deemed to give validity to any act done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

115. Subject to the applicable provisions of the Act, and except a resolution which the Act requires specifically to be passed in any board meeting, a resolution in writing, signed by the requisite majority members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid as if it had been passed at a meeting of the Board or committee, duly convened and held.

MANAGING DIRECTOR(S) AND WHOLE TIME DIRECTOR(S)

116. Subject to the relevant provisions of the Act and Rules made there under, the Board of Directors may from time to time, appoint one or more of their body to the office of Managing Director/s or whole time Director/s for a period not exceeding 5 (five) years at a time and on such terms and conditions as may think fit and subject to the terms of any agreement entered into with him, may revoke such appointment, and making revoke such appointment and in making such appointment the Board shall ensure compliance with the requirements of the Companies Act and obtain such approvals as are prescribed by the Act. The office of such Directors shall be liable to retire by rotation and shall be reappointed if eligible.

117. The Board may entrust and confer upon Managing Director/s or Whole time Director/ s any of the powers of management which would not otherwise be exercisable by him upon such terms and conditions and with such restrictions as the Board, may think fit, subject always to the superintendence, control and direction of the Board may, from time to time, revoke, withdraw, alter or vary all or any of such powers.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

118. Subject to the provisions of the Act,-

(i) A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

119. (1) Any provision in the Act or these Articles requiring or authorising a thing to be done by or to a Director and Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

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

THE SEAL

120. (1) The Board shall provide a common seal for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in lieu thereof. The Board shall provide for the safe custody of the seal for the time being.

(2) Subject to any statutory requirements as to Share Certificates or otherwise, the seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one Director and of the Secretary or of two Directors who shall sign every instrument to which the seal of the Company is so affixed in their presence.

(3) The Board shall also be at liberty to have an official seal in accordance with relevant provisions of the Act, for use in any territory, district or place outside India.

DIVIDENDS AND RESERVES

121. The Company in General meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

122. Subject to the applicable provisions of the Act and Rules made there under, the Board may, from time to time, pay to the members such interim dividends as appear to be justified by the profits earned by the Company.

123. (1) The Board may, before recommending any dividend, set aside out of the profits of the Company, such sums, as it may think proper, as reserve or reserves which shall at the discretion of the Board, be applicable for any of the purposes to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such applications may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.

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

124. (1) Subject to the rights of the persons, if any, holding shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.

(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as having been paid on the share.

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

125. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

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

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

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

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

129. No dividend shall bear interest against the Company, irrespective of the reason for which it has remained unpaid.

ACCOUNTS

130. (1) The Board shall cause proper books of accounts to be maintained under the relevant provisions of the Act and Rules made there under.

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

(3) Subject to the applicable provisions of the Act and Rules made there under, no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by law or authorized by the Board or by the Company in General Meeting.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

131. Balance Sheet and Profit and Loss Account of the Company will be audited once in a year by a qualified auditor for correctness as per provisions of the Act.

AUDIT

132. (1) The first auditor of the Company shall be appointed by the Board of Directors within one month after its incorporation who shall hold office till the conclusion of First Annual General Meeting.

(2) The Board of Directors may fill up any casual vacancy in the office of the Auditors.

(3) The remuneration of the auditors shall be fixed by the Company in general meeting except that remuneration of the first or any auditors appointed by the directors may be fixed by the directors.

CAPITALISATION OF PROFITS

133. (1) The Company in General Meeting may, upon the recommendation of the Board resolve:-

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

(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) among the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provisions contained in clause (3), either in or towards:-

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

(b) paying up in full, unissued shares of the Company to be allotted and distributed credited as fully paid up, to and amongst such members in the proportions aforesaid: or

(c) Partly in the way specified in sub-clause (a) and partly in that is specified in sub clause (b).

(3) Any Securities Premium Account and any Capital Redemption Reserve Account may, for the purpose of this Article, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid bonus shares.

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

134. (1) whenever such, a resolution as aforesaid shall have been passed, the Board shall:-

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and allotment and issue of fully paid shares, if any; and

(b) do all acts and things required to give effect thereto.

(2) The Board shall have full power:-

(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions; and also.

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which that may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profit resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares.

(c) Any agreement made under such authority shall be effective and binding on all such members.

SECRECY

135. Subject to the provisions of law of land and the Act, no member or other person (not being a Director) shall be entitled to visit or inspect the Company's works without the permission of the Board of Directors or the Managing Director to require discovery of any information respecting any details of the Company's business, trading or customers or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or any other matter which may relate to the conduct of the business of the Company or which in the opinion of the Directors, it will be inexpedient in the interest of the Company to disclose.

WINDING UP

136. Subject to the applicable provisions of the Act and the Rules made there under-

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

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

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

INDEMNITY

137. Subject to the applicable provisions of the Act, every Director, Auditor, Secretary and other officer or servant of the Company (all of whom are hereinafter referred to as officer or servant) shall be indemnified by the Company and it shall be the duty of the Directors out of the funds of the Company to pay, all bonafide costs, losses and expenses, and which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done or omitted by him as such officer or servant or in any way in the discharge of his duties; and in particular and so as not to limit the

generality of the foregoing provisions, against any liability incurred by such officer or servant in defending any bonafide proceedings whether civil or criminal in which a judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under the relevant provisions of the Act in which relief is granted to him by the Court. The amount for which such indemnity is provided shall immediately attach as a charge on the property of the Company.