



MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

HMT LIMITED

Bangalore 560 032

(As Amended upto June 21, 2013)



CERTIFICATE OF CHANGE OF NAME

In the OFFICE of the REGISTRAR OF COMPANIES UNDER
THE COMPANIES ACT, 1956

IN THE MATTER OF HINDUSTAN MACHINE TOOLS PRIVATE LIMITED

I do hereby certify that pursuant to the provisions of section 23 of Companies Act, 1956 and under order of the Central Government, Conveyed by the Ministry of ~~FINANCE~~ Q. & I. Department of Company Law Administration by their No. II(7)-CL(VI)/59 dated the 25TH FEBRUARY, 1959

to the address of HINDUSTAN MACHINE TOOLS PRIVATE LIMITED

the name of HINDUSTAN MACHINE TOOLS PRIVATE LIMITED

has this day been changed to HINDUSTAN MACHINE TOOLS LIMITED

and that the said Company has been duly incorporated as a Company under the provision of the said Act.

Dated this 17th day of MARCH one
thousand nine hundred and FIFTY-NINE/26TH PHALGUNA, 1880.

J. S. C.-7.

MFP-1018 JSC-12407-(C-1063)-27-8-57



(K.K. SYED MOHAMMAD)
Registrar of Companies.
IN MYSORE, BANGALORE

CSO

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME

In the matter of the Registrar of Companies, Karnataka, Bangalore.

Under the Companies Act, 1956 (I of 1956)

In the matter of HINDUSTAN MACHINE TOOLS LIMITED

I hereby certify that HINDUSTAN MACHINE TOOLS LIMITED - - -
which was originally incorporated on - - SEVENTH - - - - - day of
FEBRUARY, 1953 - - under the Indian Companies Act, 19 VII of 1913 and under the
name - - "HINDUSTAN MACHINE TOOLS LIMITED" - - - - - having
duly passed the necessary resolution in terms of Section 21 of
the Companies Act, 1956 and the approval of the Central Govern-
ment signified in writing having been accorded thereto in the
Regional Director, Company Law Board, Madras letter No. F.No. 4/21/Hy.6/78
dated - 31-8-1978 - - - the name of the said company is this day
changed to - - HMT LIMITED - - - - - and
this certificate is issued pursuant to Section 23 (1) of the
said Act.

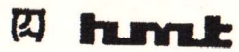
Given under my hand at BANGALORE, this TWELFTH
day of SEPTEMBER - - - - - One thousand nine hundred and SEVENTYEIGHT.

(21st BHADRA 1900 S.E.)

(S.N. GUHA),

REGISTRAR OF COMPANIES,
KARNATAKA, BANGALORE.





MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

HMT LIMITED

Bangalore 560 032

(As Amended upto June 21, 2013)

MEMORANDUM OF ASSOCIATION OF
OF
HMT LIMITED
Bangalore 560032

- I. The name of the Company is HMT Limited.
- II. The Registered Office of the Company will be situated in Bangalore in the state of Kamataka.
- III. The objects for which the Company is established are:
 1. (a) To carry on the business of iron founders, mechanical engineers, manufacturers' of all types of implements, machinery, machine tools, small tools, cutting tools and hand tool makers, brass founders, metalworkers, iron and steel converters, smiths wood workers, metallurgists and to buy, sell, repair, convert, alter, export, import let on hire and deal in machinery, implements and hardware of all kinds.
 - (b) To carry on the business of manufacturers of textile machinery, agricultural machinery, dairy machinery and equipments, milk cans and milk tankers, mill machinery, leather machinery packaging machinery for various applications, stone processing machinery, plastic machinery, tobacco machinery, ceramic machinery, food processing machinery of all kinds for various applications, vending machines, glass products machinery, all types of automated machinery systems and robots, including computer integrated manufacturing lines, laser machines, plasma machines, theromat machines, bio-technology and other non traditional machining processes, process control equipments, hydraulic and water supply engineers, manufacturers of all types of engineering equipments and fittings of, every description, manufacturers of automobiles of all types, steam vehicles of allkinds and their spare parts of whatsoever description.
 - (c) To carry on the business of electrical and electronic engineers and of manufacturers of all types of electrical and electronic machinery, apparatus and appliances required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, and to buy, sell, Import export or otherwise deal in such machinery, apparatus or appliances.
 - (d) To carry on manufacture of alternating current and direct current generators, motors, rotary converters, transformers or rectifiers, indicating meters, integrating meters, recording meters of all types, kinds and sizes for various applications, air brake and oil break manual and remote control switches with overload and undervoltage releases, air and oil brake magnetic with overload and undervoltage releases, air and oil cooled

contractors and electrically operated starters and regulators with overload and undervoltage tripping devices for AC and DC meters, switch boards, protective devices for AC and DC machines, lines and feeders, primary and secondary storage battery and accumulators, commercial and domestic heating devices, electric furnaces and refrigerating and air-conditioning apparatus and accessories, vacuum cleaners, lighting fixtures electrical conveyors, lifts, medical ultra high frequency diathermy apparatus, X-ray apparatus, electrically propelled cars, railway signalling and interlocking devices, wireless receivers, wireless transmitters, automatic and manually operated telephone instruments, high and low tension insulated cables for electrical power distribution, telephone cables, cotton covered and enameled wires, incandescent lamps, fluorescent lamps, discharge lamps, electroluminescent lamps and all types of electric lamps and other lighting apparatus and materials, parts and components and accessories, thermionic tubes, X-neon tubes, porcelain, bakelite, mica, cloth, paper and other insulating material, wiring accessories.

- (e) To carry on all or any of the business of engineers, engineering consultants, miners, builders, contractors, ship owners, ship builders, wagon builders, engine builders, merchants, importers, exporters, farmers and of buying, selling and dealing in property of all kinds of iron, brass and other metal founders, machinists, tool makers, wire drawers, tube pipe and tank manufacturers, moulders, metallurgists and metal workers, fitters, mill wrights, galvanisers, japanners, electroplaters and enamellers.
 - (f) To carry on the business of manufacturers and dealers of every sort of missile, armaments, weapons and system for a warlike, sporting or other purposes and components thereof for various defence and non-defence applications.
 - (g) To carry on the business of water proofers and manufacturers of Indian rubber, leather, imitation leather, leather cloth, plastics, oil cloth, linoleum, tarpaulins, hospital sheetings and surgical bandages.
 - (h) To manufacture, procure, sell, import, export or otherwise deal in watches, time pieces, clocks, time measuring and time keeping instruments/devices and other precision instruments/devices of all sizes, types and forms and components thereof, operated mechanically, electrically, electronically or by a combination thereof.
 - (i) To manufacture, procure, sell, import, export or ther wise deal in professional and entertainment equipments and components there of operated mechanically, electrically, electronically or by a combination thereof for applications of various kinds and to develop and deal with computer software for various applications and to hire out computer time.
2. To manufacture, buy, sell, exchange, install, work, alter, improve, manipulate, prepare for market, import or export and otherwise deal in all kinds of plant and machinery, wagons, rolling stock apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the business which the company is authorised to carry on or which is usually dealt in by persons engaged in such business.
3. To carry on in India and elsewhere the business of iron masters, steel makers, steel converters, iron founders, tin plate makers, colliery proprietors, miners, manufacturers of ferro manganese contractors, merchants, importers, exporters and farmers in all their respective branches.

4. To carry on the business of carriers by land, sea and air.
5. To purchase, take on lease, under licence or concession or otherwise lands, buildings, works, mines, mineral deposits, mining rights, plantations, forests and any rights and privileges or interest therein and to explore, work, exercise, develop and to turn to account the same.
6. To carry on the business of manufacturers of and dealers in explosives, ammunition, fireworks and other explosive products and accessories of all kinds and whatsoever composition and whether for military, sporting, mining, industrial or any other purpose.
7. To carry on the business of electric supply Company and to do all things incidental to such business.
8. To search for and to purchase or otherwise acquire from any Government, State or authority any licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account and to work, develop, carry out, exercise, and turn to account the same.
9. To purchase, take on lease or in exchange or under amalgamation, licence or concession or otherwise absolutely or conditionally, solely or jointly with others and make, construct, maintain, work, hire, hold, improve, alter, manage, let, sell, dispose of, exchange, roads, canals, watercourses, ferries, piers, aerodromes, lands, buildings, warehouses, works, factories, mills, workshops, railways, sidings, tramways, engines, machinery and apparatus, water rights, way leaves, trademarks, patents and designs, privileges or rights of any description or kind.
10. To construct, execute, carry out, improve, work, develop, administer, manage or control in India and elsewhere, works and conveniences of all kinds, which expression in this Memorandum includes railways, tramways, ropeways, docks, harbour piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, improvement sewage drainage, sanitary, water, gas, electric light, telephonic, telegraphic, and power supply works; and hotels, ware houses, markets and buildings private or public and all other works or conveniences whatsoever.
11. To apply for, tender, purchase or otherwise acquire any contract and concessions for or in relation to the construction, execution, carrying out equipment, improvement, management, administration or control of works and conveniences, and to undertake, execute, carryout, dispose of, or otherwise turn to account the same.
12. To enter into any contract or arrangement for the more efficient conduct of the business of the Company or any part thereof and to sublet any contracts from time to time.
13. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remunerations of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

14. To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of this Company, and to underwrite solely or jointly with another or others, shares in any such Company. To take or otherwise acquire shares in any other Company if the acquisition of such shares seems likely to promote further or benefit the business or interests of this Company.
15. To acquire or take over with or without consideration and carry on the business of managers, secretaries, treasurers, and agents or managing agents by themselves or in partnership with others of companies or partnerships or concerns whose objects may be similar, in part or in whole, to those of the Company.
16. To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
17. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or Company carrying on any business, which the Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
18. To let out on hire all or any of the property of the Company whether, immovable or movable including all and every description of apparatus or appliances.
19. To enter into partnership or into any agreement for sharing or pooling profits, amalgamation, union of interests, co-operation, joint venture, reciprocal concession or otherwise or amalgamate with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this Company.
20. To guarantee the payment of money unsecured or secured; to guarantee or become sureties for the performance of any contracts or obligations.
21. To sell, let exchange or otherwise deal the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company and if thought fit to distribute the same among the shareholders of the Company.
22. To pay for any properties, rights or privileges acquired by the Company, either in shares of this Company partly in shares and partly in cash, or otherwise.
23. To promote and undertake the formation of any institution or Company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company or form any Subsidiary Company or companies.

To carry on any business which may seem capable of being carried on conveniently with the business or objects of the Company and to acquire any interest in any industry or undertaking.
24. To lend money on mortgage of immovable property or on hypothecation or pledge of movable property or without security to such persons and on such terms and as may seem expedient and in particular to customers of and persons having dealings with the Company.

25. To acquire or hold shares in an undertaking or Company to acquire the right to use or manufacture and to put up telegraphs, telephones, phonographs, radio transmitting or receiving stations or sets, dynamos, accumulators, and all apparatus in connection with the generation, accumulation, distribution, supply and employment of electricity or any power that can be used as a substitute there for, including all cables, wires or appliances for connecting apparatus at a distance with other apparatus, and including the formation of exchanges or centres.
26. To construct, maintain, lay down, carry out, work, sell, let on hire and deal in telephonic and all kinds of works, machinery, apparatus, conveniences and things capable of being used in connection with any of the objects of the Company and in particular any cables, wires, lines, stations, exchanges, reservoirs, accumulators, lamps, meters and engines.
27. To purchase or by any other means acquire, and protect, prolong and renew whether in India or elsewhere, any patent, patent rights, brevets d'invention licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and manufacture under or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
28. To obtain order, or Act of Legislature in India or any other places, or order Act or authority from the authorities of any Country, State or Dominion for enabling the Company to obtain all powers and authorities necessary, or expedient to carry out or extend any of the objects of the Company, or for any other purpose which may seem expedient, and to oppose any proceedings on applications which may seem calculated directly or indirectly to prejudice the Company's interests.
29. To enter into any agreements with the Government of India or any Local or State Government in India or with the Government of any other State, Country or Dominion or with any authorities, local or otherwise or with any Rulers, Chiefs, Landlords or other persons that may seem conducive to the Company's objects or any of them and to obtain from them any rights, powers and privileges, licences, grants and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any arrangements, rights, privileges and concessions.
30. To provide for the welfare of employees or its ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings, or chawls or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to Provident Fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company may think fit, and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or other institutions or objects or purposes.
- 30A. To undertake, carry out, promote and sponsor rural development, including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "programme of rural development" shall also include any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development and the words "rural area" shall include such areas as may be regarded as rural areas under Section 35CC of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their description in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the

Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority of Central or State Government or any Public Institution or Trust or Fund recognized or approved by the Central or State Government or any authority specified in that behalf by such Government or established under any law for the time being in force as the Directors may approve.

- 30B. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc., or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting, or assisting any institution, fund, trust, etc, having anyone of the aforesaid objects as one of its object, by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above-mentioned objects of purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institution or Trust or Fund recognized or approved by the Central or State Government or any authority specified in that behalf by the such Government or established under any law for the time being in force, as the directors may approve.
31. To distribute any of the property of the Company among the members in specie or kind 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.
32. To make, draw, accept, endorse, execute and issue cheques, Promissory Notes, Bills of exchange, Bills of lading, Debentures and other negotiable or transferable instruments.
33. To invest and deal with the moneys of the Company in any securities, shares, investments, properties movable or immovable and in such manner as may from time to time be determined and to sell, transfer or deal in with the same.
34. To borrow or raise money or to receive money on deposit at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of debenture or debentures stock, perpetual or otherwise including debenture or debenture stock, convertible into shares of this Company, or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenues of the Company, present or future, including its uncalled capital by assignment or otherwise or to transfer or convey, the same absolutely or in trust and to purchase, redeem or pay off any such securities.
35. To remunerate any person, firm or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

36. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them and as principals, agents, contractors, trustees or otherwise and either alone or In conjunction with others.

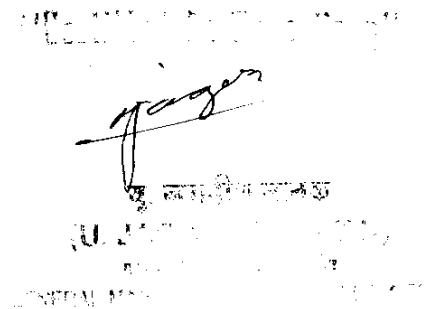
It is hereby declared that the word "Company" in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership or other body of persons whether incorporated or not incorporated.

The objects set forth in any sub-clause of this clause shall not be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first sub-clause of this clause. .

- IV. The liability of the members is limited.

- V * The Authorised Capital of the Company is Rupees Two Thousand One Hundred Crores divided into 123,00,00,000 Equity Shares of Rs.10/- each and 8,70,00,000 Preference Shares of Rs.100/- each with the rights, privileges, and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, the power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company, and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of association of the Company.

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.



*As amended at the EGM held on 21.06.2013

Sl. No.	Name of the Subscriber	Address	No. of Shares	Signature of witness
1.	President of India Signed by (A. K. Chanda) Secretary Ministry of Production, New Delhi, For and on behalf of the President of India	Ministry of Production, New Delhi .	Twenty six Thousand Nine Hundred and Ninety Five	
2.	..... (A. K. Chanda) Secretary Ministry of Production,	Ministry of Production, New Delhi .	One	
3.	..... (M.PPai) Joint Secretary Ministry of Production New Delhi	Ministry of Production, New Delhi .	One	
4.	..... (K.R.P Aiyanger) Joint Secretary Ministry of Production New Delhi	Ministry of Finance, New Delhi .	One	(Aftab Rai)
5.	..... (P.M. Nayak) Deputy Secretary Ministry of Production New Delhi	Ministry of Production, New Delhi .	One	
6.	..... (D.S. Benegal) Under Secretary Ministry of Production New Delhi	Ministry of Production, New Delhi .		
7.	..... (E.G.Buehrle) For and on behalf of Oerlikon Machine Tool Works, Buehrle & Co. Zurich (Switzerland)	Oerlikon Machine Tool Works, Buehrle & Co. Zurich (Switzerland)	Three Thousand	

Dated this 28th day of January 1953

**ARTICLES OF ASSOCIATION
OF**

HMT LIMITED

Bangalore 560 032

(As Amended upto June 21, 2013)

ARTICLES OF ASSOCIATION
OF
HMT LIMITED
BANGALORE - 560032
(PUBLIC COMPANY LIMITED BY SHARES)

1. In these Articles unless there be something in the subject of context inconsistent therewith: Definitions

"The Company" means the above named Company.

"The Act" or "the said Act" means the Companies Act 1 of 1956 or the Act or Acts for the time being in force concerning Joint Stock Companies and affecting the Company.

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

"The President" means the President of India.

"The Register" means the register of members to be kept pursuant to the Act.

"Dividend" includes bonus.

"Month" means the calendar month.

"In writing" and "Written" including printing, lithography, and other modes representing or reproducing words in a visible form.

"Executor" or "Administrator" means a person who has obtained Probate or Letters of Administration, as the case may be, from some competent court.

"Seal" means the common seal for the time being of the Company.

"Regulations of the Company" means the regulations for the time being in force for the management of the Company.

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

Words importing the masculine gender also include the feminine gender.

Subject as aforesaid, any words, or expressions, defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.

Expressions in the Act to bear the same meaning in the Articles

2. Deleted

Company to be a Private Company

Table" A" to apply	3.	The regulations contained in Table "A" in the First Schedule to the Companies Act, 1956, shall apply to the Company in so far only as they are not inconsistent with or excluded by any of the provisions contained in these Articles or any modifications thereof.
Company to be governed by these Regulations	3A.	The regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its regulations by special resolution, as prescribed or permitted by the Act, be such as are contained in these Articles.
Capital	4.	The Authorised Capital of the Company is Rupees Two Thousand One Hundred Crores divided into 123,00,00,000 Equity Shares of Rs.10/- each and 8,70,00,000 Preference Shares of Rs.100/- each.
Company's Shares not to be purchased	5.	No part of the funds of the Company shall be employed in the purchase of or in loans upon the Security of the Company's shares.
Allotment of Shares	6.	Subject to the direction of the President in that behalf and subject to the provision hereinafter contained, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons, on such terms and conditions and at such times as the Directors think fit and with full powers to give to any person the call of any shares whether at par or at premium or (subject to the provisions of the Act) at a discount and for such time and for such considerations as the Directors think fit; provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.
Commission for placing shares	6A.	The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or debenture stock of the Company but so that if the commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission in case of shares shall not exceed 5% of the price at which the shares are issued and in case of debentures 2 1/2 % of the price at which the debentures are issued. The commission may be paid or satisfied in cash or in shares, debentures or debenture stock of the Company.
Share Certificates	7.	Every person whose name is entered as a Member in the register shall without payment, be entitled to a certificate under the Common Seal of the Company specifying the share or shares held by him and the amount paid thereon; provided that, in respect of a 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. The Company will not charge any fees for sub-division, and

AS amended at the EGM held on 21.05.2013

consolidation of share and debenture certificates and for sub-division of Letters of Allotment and split, consolidation, renewal and pucca transfer receipts into denominations corresponding to the market unit of trading and for registration of any power of Attorney, Probate, Letters of Administration or similar other documents. Further, the Company will not charge any fees exceeding those which may be agreed upon with the Stock Exchanges for sub-division and consolidation of share 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.

11. The Company will not charge any fees for issue of new certificates 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. The Company will not charge any fees exceeding those which may be agreed upon with the Stock Exchanges for issue of new certificates in lieu of those that are torn, defaced, lost or destroyed.

Issue of new Share Certificates in place of one defaced, lost or destroyed

12. The Directors may, from time to time, make calls upon the members in respect of any moneys unpaid on their shares and specify the time or times of payments, and each member shall pay to the Company at the time or times so specified the amount called on his shares.

Calls on Shares

Provided, however, that the Directors may from time to time, at their discretion extend the time fixed for the payment of any call.

13A. If the sum payable in respect of any call be not paid on or before the day appointed for payment thereof, the holder for the time being or allottee of the share in respect of which a call shall have been made shall pay interest on the same at such rate not exceeding 6 percent per annum as the Directors shall fix, from the day appointed for the payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

When interest on call payable

13B. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the moneys so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 6 percent per annum as the members paying such sum in advance and the Directors agree upon and the Directors may, at any time, repay the amount so advanced upon giving such member three months notice in writing. Moneys paid in advance of calls shall not in respect thereof confer a right to dividend order to participate in the profits of the Company.

Payment in anticipation of calls may carry Interest

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

Joint - Holders liability to pay

15A. (1) If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any part

Forfeiture of Shares

of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

- (2) The notice aforesaid shall (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non payment on or before the day so named, the share in respect of which the call was made, will be liable to be forfeited.
- (3) 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.
- (4) A forfeited share may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit.
- (5) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

Company's lien on Shares

11. The Company shall have a first and paramount lien upon all the shares (Other than fully paid-up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of the sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such share and no equitable interest in any shares shall be created except upon the footing and condition that Article 15 hereof will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of the transfer of shares shall operate as a waiver of the Company's lien if any on such shares. The Directors may at any time declare any shares wholly or in part to be exempt from the provisions of this Clause.

Enforcement of lien by sale

12. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled by reason of his death or insolvency to the share.

Application of Proceeds of Sale

13. The process of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale. The purchaser shall be registered as the holder of the shares and he shall not be bound to see to application of the purchase money,

nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

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| 14. | The right of members to transfer their shares shall be restricted as follows:

(a) A share may be transferred by a member or other person entitled to transfer to a person approved by the President.

(b) Subject as aforesaid, the Directors may, in their absolute and uncontrolled discretion refuse to register any proposed transfer of shares. | Transfer &
Transmission of
Shares |
| 15. | If the Directors refuse to register the transfer of any shares they shall within two months of the date on which the instrument of transfer is delivered to the Company, send to the transferee and the transferor notice of the refusal; provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.

Save as herein otherwise provided, the Directors shall be entitled to treat the person whose name appears on the register of the members as the 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 recognize any benami trust or equity or equitable contingent or other claim to or interest in such a share on the part of any person whether or not it shall have express or implied notice thereof. | Notice of refusal to
register transfer

Company not
bound to recognise
any interest in
shares other than
that of the
registered holders |
| 16. | The instrument of transfer of any share in Company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the register of the members in respect thereof. | Execution of
transfer |
| 17. | Share and debentures of the Company shall be transferred in accordance with the provisions of Section 108 of the Act and prevailing rules made thereunder by the Central Government from time to time. | Form of Transfer |
| 18. | Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of the shares to be transferred and such evidence as the Company may require to prove the title of the transferor, or his right to transfer the shares. All instruments of transfer shall be retained by the Company, but any instrument of transfer of which the Directors may decline to register shall, on demand, be returned to the person depositing the same. | Transfer to be left at
office and evidence
of title to be given |
| 19. | (a) (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his legal | Transmission by
Operation of law |

representatives where he was a sole holder, shall be the only persons recognised by the Company, as having any title to his interest in the shares.

- (ii) Nothing in clause (i) shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- (b) (i) Any persons 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 share; or
 - (b) To make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- (c) (i) 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.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- (d) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all

dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

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| 20. | There will be no charge for registration of transfer of shares and debentures. | Fee on transfer |
| 21. | The transfer books and register of members may be closed for any time or times not exceeding in the whole 45 days in each year but not exceeding 30 days at a time, after giving not less than seven days notice in terms of Section 154 of the Act. | When transfer books and Register may be closed |
| 22. | The Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee, as if he were the transferee named in an ordinary transfer presented for registration. | Directors' right to refuse registration |
| 23. | The President may authorize, the amount of capital to be raised and prescribe the terms and conditions on which it may be raised. | Power to increase capital |
| 24. | Subject to such directions as may be issued by the President in this behalf, new shares shall be issued upon such terms and conditions and with such rights and privileges annexed there to as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors shall determine. | On what condition new shares may be issued |
| 25. | Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, lien, voting, surrender or otherwise. | How far new shares to rank with shares in original capital |
| 26. | The new shares shall be offered to the members in proportion to the existing shares held by each member and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company. | New shares to be offered to members |
| 27. | Subject to such directions as may be issued by the President in this behalf and subject to the confirmation by Court, the Company may, from time to time, by special resolution reduce its capital by paying off capital or cancelling capital which has been lost or is unrepresented by available asset or is superfluous or by reducing the liability on the shares or otherwise as may seem expedient, and capital may be paid off upon the footing that it may be called up again or otherwise and the Directors may, subject to the provisions of the Act accept surrender of shares. | Reduction of capital etc. |

Sub-division and consolidation of shares	28.	Subject to the approval of the President, the Company in general meeting may from time to time sub-divide or consolidate its shares or any of them and exercise any of the other powers conferred by Section 94 of the Act and shall file with the Registrar such notice of exercise of any such powers as may be required by the Act.
Sub-division into preferred and ordinary	29.	Deleted
Power to modify	30.	<p>If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of the Act and whether or not the Company is being wound up be varied:</p> <p>(a) With the consent in writing of the holders of not less than three-fourths of the issued shares of that class or</p> <p>(b) With the sanction of a resolution passed at a separate meeting of the holders of those shares supported by the votes of the holders, not being less than three-fourths of these shares.</p> <p>To every such separate meeting, the provisions of these Articles relating to general meetings, shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class in question.</p>
Dematerialisation of shares	*30A.	
Definitions	1)	<p>For the purpose of this Article:</p> <p>"Beneficial Owner" means a person or persons whose name is recorded as such with a depository;</p> <p>"SEBI" means the Securities and Exchange Board of India; and</p> <p>"Depository" means a Company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992;</p>
Dematerialisation of shares	2)	Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its shares and offer shares in a dematerialised form pursuant to the Depositories Act, 1996.
Options for Investors	3)	Every person subscribing to shares offered by the Company shall have the option to receive the share certificates or to hold the shares with a depository. Such a person who is the beneficial owner of the shares can at any time opt out of the depository, if

*As amended at the 45th AGM held on 31.12.1998

permitted by the law, in respect of any shares in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificate of Shares.

If a person opts to hold his shares with a depository, the Company shall intimate such depository the details of allotment of the shares, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the shares.

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| 4) | All shares held by a depository shall be dematerialised and be in fungible form. Nothing contained, in Sections 153, 153A, 153B, 187B, 187C and 372 of the Act shall apply to be in to a depository in respect of the shares held by it on behalf of the fungible form beneficial owners. | Shares in Depositories |
| 5) | a) Notwithstanding anything to the contrary contained in the Act or these Articles a, depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of shares on behalf of the beneficial owner.

b) Save as otherwise provided in (a) above, the depository as the registered owner of the shares shall not have any voting rights or any other rights in respect of the shares held by it.

c) Every person holding shares of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of shares shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his shares which are held by a depository. | Rights of Depositories and Beneficial Owner |
| 6) | Notwithstanding anything contained in the Act or these Articles to the contrary, where shares are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs. | Service of document |
| 7) | Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of shares effected by a transferor and transferee both of whom are entered as beneficial owners in the records of the depository. | Transfer of shares |
| 8) | Notwithstanding anything contained in the Act or these Articles, where shares are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such shares. | Allotment of shares dealt with in a depository |
| 9) | Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for shares issued by the Company shall apply to shares held with a depository. | Distinctive number of shares held in a depository |
| 10) | The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall, be deemed to be the Registered and Index of Members and Shareholders for the purposes of these Articles. | Register and Index of beneficial owners |

Power to borrow	31.	Subject to the approval of the President and subject to the provisions of Sections 292 and 293 of the Act, the Directors, may, from time to time, borrow or secure the payment of any sum or sums of money for the purposes of the Company.
Conditions on which money may be borrowed	32.	The Directors may, subject to the approval of the President secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage, charge or security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
Securities may be assignable free from equities	33.	Debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
Issues at discount, etc., or with special privileges	34.	Subject to the approval of the President, any debentures, 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, Bonds or other securities with the right to allotment of or conversion into shares shall be issued only with the consent of the Company in General Meeting.
Persons not to have priority over any prior charge	35.	Whenever any uncalled capital of the Company is charged all persons taking any subsequent charge thereon shall take the same subject to such prior charges and shall not be entitled, by notice to the shareholders or otherwise to obtain priority over such prior charge.
Indemnity may be given	36.	If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.
General Meetings	37.	First Annual General Meeting of the Company shall be held by the Company within 18 months of its incorporation and thereafter the Annual General Meeting of the Company shall be held within 6 months after the expiry of each financial year. Except as provided under the Act no greater interval than 12 months shall be allowed to lapse between two Annual General Meetings. Meetings shall be held during business hours on a day that is not a public holiday. The notice calling the meeting shall specify it as the Annual General Meeting. The other General Meetings which may be called at such time and place as may be determined by the Directors shall be called Extraordinary General Meetings.

38. The Directors may whenever they think fit and shall when required by the President call an extraordinary general meeting and extraordinary general meeting shall also be called on such requisition as provided by the Act. **When extra-ordinary meeting to be called**
39. (1) A general meeting of the Company, may be called by giving not less than twenty one days notice in writing. **Notice of meeting**
- (2) A general meeting may be called after giving shorter notice than that specified in Clause (1) of this Article if consent is accorded thereto:
- (i) In the case of an annual general meeting meeting by all the mebers entitled to vote thereat and
- (ii) In the case of any other meeting and subject to the provisions of Section 171 of the Act, by members of the Company holding not less than ninety five percent of such part of the paid-up share capital of the Company as gives the right to vote at the meeting.
40. The accidental omission to give any such notice to or the non receipt of any such notice by any member shall not invalidate the proceedings at any meeting. **Omission to give notice**
41. The business of an Annual General Meeting shall be to receive and consider the profit and loss account, the balance sheet, and the report of the Directors and of the Auditors, to declare dividends, and to transact any other business which under these Articles ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an extraordinary meeting, shall be deemed special. All business at the Annual General Meeting to be transacted in accordance with Section 173 of the Act. **Business of ordinary meeting**
42. Five members present in person of whom one shall be representative of the President, shall be a quorum for a general meeting. **Quorum**
43. (1) The President, so long as he is a shareholder of the Company may, from time to time, appoint a person (who need not be a member of the Company) to represent him at all or any meetings of the Company. **Right of President to appoint any person as his representative**
- (2) The person appointed under sub-clause (1) of this Article shall be deemed to be a member of the Company and shall be entitled to vote and be present in person and exercise the same rights and powers (including the right to vote by proxy) as the President could exercise as a member of the Company.
- (3) The President may, from time to time, cancel any appointment made under sub clause (1) of this Article and make fresh appointments.

(4) The production at the meeting of an order of the President evidenced as provided in the Constitution of India shall be accepted by the Company as sufficient evidence of any such appointment or cancellation as aforesaid.

Chairman of General Meeting

44. (5) Deleted.

The Chairman of the Directors shall be entitled to take the Chair at every general meeting, or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act as Chairman, the members present shall choose another Director as Chairman, and if no Director shall be present or, if all the Directors present decline to take the chair, then the members present shall choose one of their number to be Chairman.

When If quorum not present meeting to be dissolved and when to be adjourned

45. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting was called.

How questions to be decided at meetings

46. Every question submitted to a meeting shall be decided in the first instance by show of hands, and in the case of an equality of votes the Chairman shall, both on a show of hands and at a poll (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a member.

What is to be evidence of the passing of a resolution where poll not demanded

47. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by a member present in person or proxy or by duly authorised representative; and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the vote recorded in favour of or against that resolution.

Poll

48. If a poll is duly demanded, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once, or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

Power to adjourn general meeting

49. The Chairman of the general meeting may, with the consent of the meeting, adjourn the same, from time to time and from place to 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.

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| 50. | Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment. | In what cases poll taken without adjournment |
| 51. | 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. | Business may proceed notwithstanding demand of poll |
| 52. | The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. | Chairman's decision conclusive |
| 53. | Upon a show of hands every member present in person shall have one vote, and upon a poll every member present in person or by proxy or by duly authorised representative shall have one vote for every share held by him. | Votes of Members |
| 54. | No member not personally present shall be entitled to vote on a show of hands. | No voting by proxy on show of hands |
| 55. | Any person entitled under the transmission clause to any share may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that seventy two hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares, unless the Directors shall have previously admitted his right to such shares or his right to vote at such meeting in respect thereof. | Votes in respect of shares of deceased and bankrupt members |
| 56. | Where there are joint registered 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, personally or by proxy, that one of the said persons present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this clause be deemed joint holders thereof. | Joint holders |
| 57. | 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 poll by his Committee or other legal guardian, and any such Committee or guardian may, on a poll, vote by proxy. | Votes in respect of shares of members of unsound mind |
| 58. | On a poll, votes may be given either personally or by proxy or by duly authorised representative. | Proxies permitted |

Instrument appointing proxy to be in writing

59. A member entitled to attend and vote at a meeting may appoint another person (whether a member or not) as his proxy to attend a meeting and vote on a poll. No member shall appoint more than one proxy to attend on the same occasion. A proxy shall not be entitled to speak at a meeting or to vote except on a poll. The instrument appointing a proxy shall be in writing and be signed by the Appointer or his attorney duly authorised in writing or if the appointer is a body Corporate be under its seal or be signed by an officer or an attorney duly authorised by it.

Instrument appointing proxy to be deposited in office

60. 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 Registered Office of the Company not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid.

When vote by proxy valid though authority revoked

61. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of the principal, or revocation of the proxy, provided no intimation in writing of the death or revocation shall have been received at the Office of the Company before the meeting.

Form of Proxy

62. An instrument appointing a proxy be in the following form, or in any other form which the Directors shall approve:

.....Company Limited., "I
ofin the district of
being a member of the.....Company Limited, hereby
appoint.....of.....as my
proxy to vote for me and on my behalf at the (ordinary or
extraordinary, as the case may be) general meeting of the Company
to be held on the.....day of.....and
at any adjournment thereof".....signed this
.....day of.....

No member entitled to vote etc., while call due to Company

63. No member shall be entitled to be present, or to vote on any question either personally or by proxy, or as proxy for another member, at any general meeting or upon a poll, or be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member.

Time for objection to vote

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

Resolution in writing of Directors in certain cases be equivalent to resolution of General Meeting

65. Any resolution passed by the Directors, notice whereof shall be given to the members in the manner in which notices are hereinafter directed to be given and which shall within one month after it shall have been so passed, be ratified and confirmed in writing by

members entitled at a poll to three fifths of the vote shall be as valid and effectual as a resolution of a general meeting; but this clause shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the statute or by these Articles ought to be dealt with by a special or extraordinary resolution.

66. The President shall from time to time, determine in writing the number of Directors of the Company which shall not be less than 3 nor more than 15 subject to the provisions of Section 249 of the Act. The Directors are not required to hold any qualification shares. **Number of Directors**
67. (1) All Directors including whole-time/Chairman and Managing Director shall be appointed by the President. For making the appointments of Directors other than those representing the Government of India, the President will consult the Chairman and Managing Director. **Appointment of Directors**
- (2) Deleted.
- (3) The President shall in consultation with the Chairman and Managing Director have the power to remove any time from office, any Director appointed by him. No consultation need be made if the removal is that of the Chairman and Managing Director.
- (4) The vacancy, in the office of a Director caused by retirement, removal, resignation, death or otherwise may be filled by fresh appointment, as provided for in sub-clause (1) above.
- 67A. In place of a Director who is out of India or is about to go out of India or who expects to be absent for not less than three months from the state in which meetings of the Directors are ordinarily held, the Board may appoint any person to be an alternate Director during his absence out of India or his absence of not less than three months from the State in which the meetings of the Directors 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 Directors and to attend and to vote thereat accordingly, and he shall ipso facto vacate office of and when the original Director returns to India or vacate office as a Director. **Alternate Director**
- 67AA. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to the Industrial Development Bank of India (IDBI), Industrial Finance Corporation of India (IFCI), the Industrial Credit and Investment Corporation of India Ltd (ICICI) and the Life Insurance Corporation of India (LIC) or to any other Finance Corporation or credit Corporation or to any other Financing Company or Body out of any loans granted by them to the Company or so long as IDBI, IFCI, ICICI, LIC and Unit Trust of India (UTI) and General Insurance Corporation of India (GIC) or any other Financing Corporation or Credit Corporation or any other Financing Company or Body (each of which IDBI, IFCI,

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

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

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

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

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

paid or reimbursed by the Company to the Corporation or, as the case may be to such Nominee Director/s.

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

Provided further that if such Nominee Director/s is an officer of the Reserve Bank of India, the sitting fees in relation to the Nominee Director/s shall also accrue to IDBI and the same shall accordingly be paid by the Company directly to IDBI

In the event of the Nominee Director/s being appointed as whole time Director/s, such Nominee Director/s shall exercise such powers and have such rights as are usually exercised or available to a whole time Director in the management of the affairs of the Company. Such whole time Director/s shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the Corporation.

- 67B. Each Director other than the Managing Director/whole time Director shall be entitled to receive as sitting fee out of the funds of the Company for his services in attending the meeting of the Board or a Committee of the Board, such sum as is determined by the President from time to time.

Director's fees

All other remuneration, if any, payable by the Company to each Director, whether in respect of his services as a Managing Director or a Director in the whole or part-time employment of the Company, shall be determined in accordance with and subject to the provisions of these Articles and the directions of the President, if any. The Directors shall be entitled to be paid their travelling, hotel and other expenses properly incurred by them in consequence of their attending the Board and Committee Meetings or otherwise incurred in the execution of their duties as Directors.

Provided that if the Director nominated by the State or Central Government, unless the concerned Government, otherwise directs, no sitting fees shall be payable to him but the Company shall reimburse the Government as the case may be the amounts paid or payable under its rules to such Director on account of travelling and halting allowances and any other expenses for attending any General Meeting or any meeting of the Board or Committee.

- 67C. A Director of the Company may be or become a Director of any other Company or of a Company promoted by this Company or in which it may be interested as a member, shareholder or otherwise and no such Director shall be accountable for any benefits received as a Director or member of such Company.

Appointment of Director as a Director of Company in which the Company is interested

- Additional Directors** 67D. The President, may in consultation with the Chairman and Managing Director, from time to time appoint any person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed in these Articles. Any person so appointed as an Additional Director shall hold office upto the date of the next Annual General Meeting of the Company.
- Rotation of Directors** 67E. 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 and save as otherwise expressly provided in the Articles be appointed by the Company in General Meeting.
- Retirement of Directors** 67F. Subject to the provisions of Section 256 of the Act and Articles 66, 67, 67A, 67B, 67C, 67D, 67E, 67FF and 67G at every Annual General Meeting of the Company one-third of the Directors for the time being as are liable to retire by rotation or if their number is not three or multiple of three the number nearest to one-third shall retire from office.
- 67FF. The Chairman and Managing Director and the Wholtime Directors shall not be liable to retire. However they will retire on their ceasing to hold their respective offices.
- Ascertainment of Directors retiring by rotation and filling up of vacancies** 67G. The Directors to retire by rotation under Article 67F, at every general meeting shall be those who have been longest in office since their last appointment, but as between those who become Directors on the same day, those who are to retire shall in default of and subject to any agreement amongst themselves be determined by lot.
- General Power of Company vested in Directors** 68. Subject to the provisions of the Act, the Board of Directors of the Company shall be entitled to exercise all such powers, and do all such acts and things as the Company is authorised to exercise and do. Provided that the Board shall not exercise any power or do any act or thing which is directed or required whether by this or any other Act or the Memorandum or Articles of the Company or otherwise, to be exercised or done by the Company in General Meeting. Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions contained in that behalf, in this or any other Act, or in the Memorandum or Articles of the Company, or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- Specific powers to Directors** 69. Without prejudice to and the general powers conferred by the last preceding Article, other powers conferred by these Articles and subject to the provisions of Sections 292, 293, 294 and 297 of the Act, the Directors shall have the following Powers that is to say, powers:

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

To acquire property

1(A) To authorise the undertaking works of a capital nature and also to permit variation in the estimates not exceeding 10 percent for any particular component part of work or scheme in cases where detailed project reports have been approved by the Government without prior reference to the Government, subject to the condition that all cases involving capital expenditure exceeding Rs.20 crores will be referred to the President for his approval before authorization. However, the Board can authorise undertaking of works of capital nature involving capital expenditure on additions, modifications and new investments upto a limit of Rs.50 crores and on replacement and renewal of assets upto a limit of Rs.100 crores, without the approval of the President, subject to the following conditions:

Works of Capital Nature - Non-Plan projects

- i) The Company has signed a Memorandum of Understanding with the Government;
- ii) Its Gross Block (fixed assets and capital work-in-progress as per the latest published balance sheet) exceeds Rs.200crores;
- iii) The required funds can be found from the internal resources of the Company and the expenditure is incurred on schemes included in the capital budget approved by the Government;
- iv) The items have been identified and discussed at the annual plan discussions and outlays provided for; and
- v) For repairs and maintenance, the delegated powers being exercised should be within the framework of lumpsum provisions agreed to and provided for at the Annual Plan discussions.

To approve and authorise expenditure of a capital nature on projects which are included in the Five Year Plans provided such projects are financed from internally generated funds remaining after discharging the liability falling due to the Government for payment of interest and loan instalments.

Works of capital Nature - Plan projects

1(B) To approve revenue budgets of the Company without prior approval of the President, but President's prior approval shall be necessary in cases where in the Company's revenue budgets there is an element of deficit which is proposed to be met by obtaining funds from the Government of India. The revenue budgets as approved by the Board shall be sent to the Government of India for information on production targets, profitability etc.

- To pay for property in debentures etc.** (2) To pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon; and any such bond, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
- To secure contracts by mortgage** (3) To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they may think fit;
- To appoint Officer etc. .** (4) To create posts, appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents, specialists, consultants and servants, for permanent, temporary or special services, as they may, from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amounts as they think fit, provided, however, that appointments of all Full-time Executive / Functional Directors on the Board and the Chairman and the Managing Director shall be made by the President as aforesaid in article 67(1). No posts shall however, be created below the Board level on scales of pay equivalent to those in the Board level. Also no appointment of persons, other than non-national technical persons, who have already attained the age of 58 years shall be made to the posts carrying a scale of pay Rs. 7250 - 8250 and above or such other equivalent pay scales as may be fixed on revision from time to time without the prior approval of the President.
- To appoint Trustees** (5) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company, any property belonging to the Company or in which it is interested or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trust or trustees;
- To bring and defend action etc.** (6) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company.
- To refer to arbitration** (7) To refer any claims or demands by or against the Company to arbitration, and observe and perform the awards;
- To give receipt** (8) To make and give receipts, releases and other discharges for money payable to the Company, and for the claims and demands of the Company;

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| (9) | To determine who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents; | To authorise acceptance etc. |
| (10) | From time to time to provide for the management of the affairs of the Company outside Bangalore in such manner as they think fit, and in particular to appoint any person to be the attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms as may be thought fit; | To appoint attorneys |
| (11) | To invest in the Reserve Bank of India or in such securities as may be approved by President and deal with any of the moneys of the Company upon such investments authorised by the Memorandum of Association of the Company (not being shares in this Company) and in such manner as they think fit, and from time to time to vary or realise such investments; | To Invest moneys |
| (12) | To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on; | To give security by way of indemnity |
| (13) | Subject to the approval of the President, to give to any person employed by the Company a commission on the profits of any particular business transaction, or a share in the general profits of the Company, and such commission or share or profits shall be treated as part of the working expenses of the Company; | To give percentage |
| (14) | From time to time make, vary and repeal the by-laws for the regulation or the business of the Company, its officers and servants; | To make bye-laws |
| (15) | To give, award or allow any bonus, pension, gratuity or any compensation to any employee of the Company or his widow, children or dependants, that may appear to the Directors just and proper, whether such employee, his widow, children or dependants have or have not legal claim upon the Company; | To give bonus |
| (16) | Before declaring any dividend and subject to the approval of the President to set aside such portion of the profits of the Company as they may think fit, to form a fund to provide for such persons, gratuities or compensation or to create any provident or benefit fund in such manner as the Directors may deem fit. | To create Provident Fund |
| (17) | From time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified locality in India, or out of India, and to appoint any persons to | To establish Local Board |

be members of such Local Boards and to fix their remuneration; and from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Directors other than their power to make calls; and to authorise the members for the time being of any such Local Board or any of them, to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment of delegation may be made in such terms, and subject to such conditions as the Directors may think fit; and the Directors may at any time remove any person so appointed and may anul or vary any such delegation;

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| To make contracts etc. . | (18) | To enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company; and |
| To sub-delegate powers | (19) | To sub delegate all or any of the powers, authorities and discretion for the time being vested in them, subject, however, to the ultimate control and authority being retained by them. |
| Appointment of Managing Director / Whole - time Director | 70. | <p>(1) The President may on the recommendation of the Chairman appoint one or more of the Directors to be the Managing/ Whole-time Director who shall be a whole-time employee of the Company, or a Board of Management consisting of two or more Directors for the conduct or management of the business of the Company subject of the control and supervision of the Board of Directors. The Managing/Whole-time Director or the Board of Management so appointed may be authorised by the Board to exercise such powers and discretion in relation to the affairs of the Company as are specifically delegated to him/it by the Board and are not required to be done by the Board of Directors or the Company at general meeting under the Act.</p> <p>(2) Subject to the provisions of Sections 198, 309, 310, 311 and 314 of the Act, the Managing Director and/or Whole-time Directors shall be paid such salary and allowances as may be fixed by the President, and in the case of Whole-time Directors, on the recommendations of the Chairman.</p> <p>(3) The Managing Director and/or Whole-time Director shall ipso facto cease to be a Managing/Whole-time Director, if he ceases to hold the office of Director from any cause.</p> |
| Directors to cause minutes to be made in books | 71. | <p>The Directors shall in accordance with the provisions of Section 193 of the Act cause minutes to be entered in the books provided for the purpose:</p> <p>(a) Of all appointments of officers made at the meeting;</p> |

- (b) Of the names of Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) Of all resolutions and proceedings at all meetings of the Company and of the Directors and of Committees of Directors; and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose;
 - (d) In case of each resolution passed at the meeting the name of the Directors, if any, dissenting from or not consenting in the resolution.
72. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one Director. **Seal**
73. The office of a Director shall be vacated if: **Vacation of the office by Directors**
- (a) he is found to be of unsound mind by a court of competent jurisdiction;
 - (b) he applies to be adjudicated an insolvent;
 - (c) he is judged an insolvent;
 - (d) he is convicted by any court in India of any offence and is sentenced in respect thereof to imprisonment for not less than six months;
 - (e) he fails to pay any call in respect of the shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call;
 - (f) he absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board;
 - (g) he or any firm in which he is a partner or any private Company of which he is a Director accepts a loan or any 'guarantee or security for a loan from the Company in contravention of Section 295 of the Act;
 - (h) he fails to disclose the nature of his concern or interest in any contract or arrangements or proposed contract or arrangements entered into or to be entered into by or on behalf of the Company as required under Section 299 of the Act;
 - (i) he becomes disqualified by an order of Court under Section 203 of the Act;
 - (j) he is removed in pursuance of Section 284 of the Act;

- (k) he is concerned or participates in the profits of any contracts with the Company;

Provided, however, no Director shall vacate his office by reason of his becoming a member of any Company which has entered into contract with or done any work for the Company of which he is a Director but a Director shall not vote in respect of any such contract or work and if he does so vote, his vote will not be counted.

Disqualification referred to a sub-clause (c), (d) and (i) above shall not take effect;

- (a) For thirty days from the date of adjudication, sentence or order;
- (b) where any appeal or petition is preferred within thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until expiry of seven days from the date on which such appeal or petition is disposed of; or
- (c) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order and the appeal or petition if allowed would result in the removal of the disqualification, until such further appeal or petition is disposed of.

Meeting of Directors and quorum

74. The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit provided that the Directors shall hold a meeting at least one in every three months and at least four such meetings shall be held in a year.

Unless otherwise expressly provided in the Act, question arising at any meeting of the Board shall be decided by a majority of votes. In case of equality of votes, the Chairman shall have a second or casting vote.

The quorum necessary for the transaction of the business of the Board shall be one third of its total strength or two Directors, whichever is higher as provided in Section 287 of the Act.

Director may summon meeting. How questions to be decided

75. A Director may at any time convene a meeting of the Directors. Questions arising at any meeting shall be decided by majority of votes. The Chairman shall have a second or casting vote.

Powers of quorum

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

Chairman of Director's meetings

77. The President shall appoint a Chairman of the Board of Directors on such terms and conditions as the President may from time to time determine. If at any meeting the Chairman is not present within 5 minutes after the time for holding the same, the Directors present may choose one of their number to be the Chairman of the meeting.

- 77A. The Chairman shall reserve for the approval of the Central Government any proposals or decisions of the Board of Directors or any matter brought before the Board which raises in the opinion of the Chairman an important issue and which is on that account fit to be reserved for the approval of the Central Government and no decision shall be taken on such an important issue in the absence of the Chairman appointed by the President.
- No action shall be taken by the Company in respect of any proposal or decision of the Board reserved for the approval of the Central Government as aforesaid until its approval to the same has been obtained.
- Provided that if the views of the Central Government be not received within a period of two months, the Board shall be entitled to reconsider the matter further.
78. The Directors may delegate any of their powers to the Committee 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 power so delegated, confirm to any regulations that may, from time to time, be imposed upon its Directors.
79. A committee may elect a Chairman of their meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes, after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
80. All acts done by any meeting of the Directors, or of a Committee of Directors, or by any person acting as Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided that nothing in this section shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
81. No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the draft resolution has been circulated together with the necessary papers, if any, to all the Directors, or to all the members of the Committee, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors, or members at their usual address in India and has been approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote on this resolution.
82. Subject to such directions as may, from time to time, be issued by the President in this behalf, the Directors may, before recommending any dividend, set aside out of the profits of the Company such sums

**Powers of
Chairman**

**Delegation of
powers to
Committee**

**Chairman of
meeting of
Committees**

**When acts of
Directors or
Committee valid
notwithstanding
defective
appointment etc.**

**Passing of Board's
resolution by
Circulation**

Reserve Fund

as they think proper as a reserve fund to meet contingencies or for equalising dividends, or for repairing, improving and maintaining any part of the property of the Company, and for such other purposes as the Director shall, in the absolute discretion think conducive to the interests of the Company, and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit from time to time deal with and vary such investment and dispose of all or any part thereof for the benefit of the Company; and may, divide the reserve fund into such special funds as they think fit and employ the reserve funds or any part thereof in the business of the Company, and that without being bound to keep the same separate from the other assets.

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| Dividends | 83. | The profits of the Company available for payment of dividend subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the reserve fund, shall, with the approval of the President, be divisible among the members in proportion to the amount of capital held by them respectively. Provided always that (subject as aforesaid) any capital paid up on a share during the period in respect of which a dividend is declared shall only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment. |
| Capital paid up in advance | 84. | Where capital is paid up on any shares, in advance of calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest, confer a right to participate in profits. |
| Declaration of Dividends | 85. | The Company in general meeting may declare a dividend to be paid to the members according to their rights and interests in the profits and may fix the time for payment, but no dividend shall exceed the amount recommended by the Directors. |
| Dividend out of profits only and not to carry interest | 86. | No dividend shall be payable otherwise than out of the profits of the year or other period or any other undistributed profits of the Company and no dividend shall carry interest as against the Company. |
| When to be deemed net profits | 87. | The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive. |
| Interim Dividends | 88. | The Directors may, from time to time, pay to the members such interim dividends as in their judgement the position of the Company justifies. |
| Debts may be deducted | 89. | The Directors may retain any dividends on which the Company has a lien, and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists. |
| Dividend and call together | 90. | Any General meeting declaring a dividend may make a call on the members of such amounts as the meeting fixes, but the call on each member shall not exceed the dividends payable to him, and the call may be made payable at the same time as the dividend, and the dividend |

may, if so arranged between the company and the members, be set off against the call.

91. No dividend shall be payable except in cash provided that nothing contained in the foregoing shall be deemed prohibit the capitalisation of profits or reserves of the Company for the purpose of issuing fully paid-up bonus equity shares or paying up any amount for the time being unpaid on the equity shares held by the members of the Company; and General Meeting may resolve that any monies, investments, or other assets forming part of the undivided profits of the Company standing to the credit of reserve fund, or in the hands of the Company, and available for dividend or representing premia received on the issue of shares and standing to the credit of the share premium account be capitalised and distributed amongst the shareholders in accordance with their rights on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of the shareholders paying up in full any unissued shares of the Company and that such unissued shares so fully paid up distributed accordingly amongst the shareholders in the proportions in which they are entitled to receive dividends, and shall be accounted by them in full satisfaction of their interest in the said capitalised sum. For the purpose of giving effect to any resolution under this Article, the Directors may settle any difficulty which may arise in regard to the distribution they think expedient and in particular, may issue fractional certificate and may fix the value for distribution of any specific assets and may determine that cash payments shall be made to any member upon the footing of the value so fixed or that fractions of less than Re.1 may be disregarded in order to adjust the rights of all parties, and may vest any such cases of specific assets in trusts upon such trusts for the persons entitled to the dividend or capitalised fund as may seem expedient to the Directors. Where requisite, a proper contract shall be filed in accordance with Section 75 of the Act, and the Directors may appoint any person to sign such contract on behalf of the person entitled to the dividend or capitalised fund and such appointment shall be effective.
- Dividend or bonus payable wholly or partly in specific assets**
92. A transfer of shares shall not pass the right to any dividend declared thereon after such transfer and before the registration of the transfer.
- Effect of transfer**
93. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause (Article 19) entitled to become a member of which any person under that clause is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.
- Retention in certain cases**
94. Anyone of the several persons, who are registered as the joint holders of any share, may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.
- Dividend to joint holders**
95. 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 or in the case of joint holders, to the
- Payment by post**

registered address of that one whose name stands first on the register in respect of the joint holding; and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.

- Notice of dividends** 96. Notice of the declaration of any dividend, whether interim or otherwise shall be given to the holders of registered shares in the manner herein after provided.
- Unclaimed dividends** 97. Subject to the provisions of the Section 205A of the Act, where a dividend has been declared but has not been paid to or claimed by any shareholder entitled to the payment, thereof within forty two days from the date of the declaration, the Company shall, within seven days from the date of expiry of the said period of forty two days, transfer the total amount of the dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank, to be called "unpaid dividend of HMT Limited".
- Accounts to be kept** 98. The Company shall in compliance with Section 209 of the Act 1 of 1956, cause to be kept and maintained proper books of accounts with respect to;
- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
 - (b) All sales and purchases of goods by the Company.
 - (c) The assets and liabilities of the Company.
- Inspection of Accounts Books** 99. Books of the account to be kept at the Registered Office of the Company or at such place in India as the Director shall think fit and shall be open to inspection by the Directors during business hours.
- Inspection by Member** 100. The Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Company or any of them shall be open to the inspection of members (not being Directors) and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by the Company in general meeting.
- Annual Account and Balance Sheet** 101. The Directors shall at some date not later than 18 months after the incorporation of the Company and subsequently once at least in every financial year lay before the Company in annual general meeting a Balance Sheet and Profit and Loss Account, in the case of the first account since the incorporation of the Company and in any other case since the preceding account made up to a date not earlier than the date of the meeting by more than nine months.

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| 102. | The Directors shall as per Section 217 make out and attach to every balance sheet a report with respect to the state of the Company's affairs, the amount, if any, which they recommend should be paid by way of dividend and the amount, if any, which they propose to carry to the Reserve Fund, General Reserve or Reserve Account shown specifically on the balance sheet or to a Reserve Fund, General Reserve or Reserve account to be shown specifically in a subsequent balance sheet. The report shall be signed by the Chairman of the Board of Directors on behalf of the Directors if authorised in that behalf by the Directors. | Annual Report of Directors |
| 103. | The Profit and Loss Account shall subject to the provisions as laid down in Section 211 of the Act and Schedule VI referred to therein, show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting, and in case where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year. | Contents of Profit and Loss Account |
| 104. | The Company shall send a copy of such balance sheet and profit and loss account together with a copy of the auditor's report to the registered address of every member of the Company in the manner in which notices are to be given hereunder and to every holder of debentures issued by the Company and to every trustee for the holders or any debentures issued by the Company at least twenty one days before the meeting at which it is to be laid before the members of the Company and shall deposit a copy at the Registered Office of the Company for inspection of the members of the Company during the period of at least time being in force. | Balance Sheet and Profit and Loss Account to be sent to Members |
| 105. | The Director shall in all respects comply with the provisions of the Sections 209 to 211 and 215 of the Act (Act 1 of 1956) or any statutory modification thereof for the time being in force. | Directors to comply with Sections 209 to 211 and 215 of the Act |
| 106. | Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more auditors. | Accounts to be audited annually |
| 107. | Auditor shall be appointed or reappointed by the Central Government on the advice of the Comptroller and Auditor General of India and their remuneration shall be fixed by the Central Government. | Appointment of Auditors |
| 108. | The Comptroller and Auditor General of India shall have the power

(a) To direct the manner in which the Company's accounts shall be | Independent External Audit |

audited by the Auditor, appointed in pursuance of Sections 224, 225 and 226 and to give such auditor instruction in regard to any matter relating to the performance of his functions as such;

- (b) To conduct a supplementary or test audit of the Company's accounts by such person or persons as he may authorise in this behalf and for the purposes of such audit, to require information or additional information to be furnished to any person or persons so authorized on such matters and in such form as the Comptroller and Auditor General may by general or special order direct.

When accounts to be deemed finally settled

109. Every account of the Directors, when audited and approved by a general meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within the period, the account shall forthwith be corrected and thenceforth shall be conclusive.

Rights of the President

110. Deleted

110. (A) Notwithstanding anything contained in any of these Articles the President may, from time to time, issue such directives as he may consider necessary in regard to the conduct of the business of the Company or Directors thereof, and in like manner may vary and anul any such directive. The Directors shall give immediate effect to directives so issued.

The President may, from time to time, give directions to the Company as to the exercise and performance of its functions in matters involving national security or substantial public interest and to ensure that the Directors shall give immediate effect to directives so issued.

Provided that all directives issued by the President shall be in writing addressed to the Chairman. The Board shall, except where the President considers that the interest of the national security requires otherwise, incorporate the contents of directives issued by the President in the annual report of the Company and also indicate its impact on the financial position of the Company.

- (B) The President may call for such returns, accounts and other information with respect to the property and activities of the Company as may be required from time to time.
- (C) The President may approve the Company's Five Year and Annual Plans of development and company's capital budget thereof.

How notices to be served on members

111. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address), to the address, if any supplied

- by him to the Company for the giving of notice to him.
112. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address), to the address, if any supplied by him to the Company for the giving of notice to him. **Notification of address by a holder of registered shares having no registered place of address**
113. If a member has no registered address and has not supplied to the Company an address for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company, shall be deemed to be duly given to him on the day on which the advertisement appears. **When notice may be given by advertisement**
114. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share. **Notice to joint holders**
115. A notice may be given by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the insolvent or by any like description, at the address (if any) supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving notice in any manner in which the same might have been given if the death or insolvency had not occurred. **How notice to be given to representatives of a deceased or bankrupt member**
116. Notice of every general meeting shall be given in the same manner hereinbefore authorised to (a) every member of the Company (including bearers of share warrants), except those members who having no registered address and have not supplied to the Company an address for the giving of notice to them; (b) every person entitled to a share in consequence of the death or insolvency of a member who, but for his death or insolvency, would be entitled to receive notice of the meeting, and also to; (c) the Auditor or Auditors for the time being of the Company. **To whom notice of general meetings be given**
117. Every person who, by operation of law, transfer or 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 and title to the share being notified to the Company, shall be duly given to the person from whom he derives his title to such share. **Transferees etc., bound by prior notice**
118. The signature to any notice to be given by the Company may be written or printed. **How notice to be signed**
119. Where a given number of days' of notice or notices extending over any other period is required to be given, the day of the service shall, unless it is otherwise provided be counted in such number of days or other period. **How time to be counted**

Distribution of assets on winding up 119.

A. If the Company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid-up, or which ought to have been paid-up, at the commencement of the winding up, on the shares, held by them respectively. And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid-up or which ought to have been paid-up on the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Secrecy Clause

119.

B. No member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate to the public.

Indemnity

120.

Subject to the provision of Section 201 of the Act (1 of 1956) every Director, Manager, Secretary and other Officer or servant of the Company shall be indemnified by the Company against, and it shall be at the duty of the Directors out of the funds of the Company to pay, all cost, losses and expenses which any officer or servant may properly incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant, or in any way in the discharge of his duties; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over or other claims.

Individual responsibility of Directors

121.

No Director, or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer of the Company or for joining in any receipt or other act for conformity; or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by the order of the Director for or on behalf of the Company, or for the insufficiency, deficiency of any security in or upon which any of the money's of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities, or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own negligence or dishonesty.

122. Deleted

Agreement between
the President of
India and the
Oerlikon Machine
Tool Works,
Buehrle & Co., of
Zurich, Switzerland

Sl. No.	Name of the Subscriber	Address	No. of Shares	Signature of witness
1.	President of India Signed by (A. K. Chanda) Secretary Ministry of Production, New Delhi, For and on behalf of the President of India	Ministry of Production, New Delhi .	Twenty six Thousand Nine Hundred and Ninety Five	
2.	..... (A. K. Chanda) Secretary Ministry of Production,	Ministry of Production, New Delhi .	One	
3.	..... (M.P.Pai) Joint Secretary Ministry of Production New Delhi	Ministry of Production, New Delhi .	One	
4.	..... (K.R.P Aiyanger) Joint Secretary Ministry of Production New Delhi	Ministry of Finance, New Delhi .	One	
5.	..... (P.M. Nayak) Deputy Secretary Ministry of Production New Delhi	Ministry of Production, New Delhi .	One	
6.	..... (D.S. Benegal) Under Secretary Ministry of Production New Delhi	Ministry of Production, New Delhi .	One	
7.	..... (E.G.Buehrle) For and on behalf of Oerlikon Machine Tool Works, Buehrle & Co. Zurich (Switzerland)	Oerlikon Machine Tool Works, Buehrle & Co. Zurich (Switzerland)	Three Thousand	
Dated this 28th day of January 1953				

