



प्रारूप० आई० आर०

Form I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता०.....का से०.....

No. 08/13512..... of 1992.....

मैं एतद्द्वारा प्रमाणित करता हू कि आज.....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी
परिसीमित है।

I hereby certify that CITYMAN CLOTHINGS (INDIA)

LIMITED. XX XX XX

XX XX XX XX

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956
and that the company is limited.

मेरे हस्ताक्षर से आज ता०.....को दिया गया

Given under my hand at Bangalore this.....EIGHTH

day of SEPTEMBER.....one thousand nine hundred and NINETY TWO



Balaji Lal Sinha
(BALAJI LAL SINHA).

कम्पनियों का रजिस्टार

कर्नाटक, बेंगलूर

Registrar of Companies

KARNATAKA, BANGALORE

Co.No. 13512.



नाम में त.दीली के परिणामस्वरूप निगमन के लिए नया प्रमाण-पत्र
**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME**

कम्पनियों के रजिस्ट्रार के कार्यालय में
[कम्पनी अधिनियम 1956 (1956 का 1) के अधीन]

In the Office of the Registrar of Companies, **Karnataka, Bangalore.**
(Under the Companies Act, 1956 (1 of 1956))

.....के विषय में
IN THE MATTER OF **CITY MAN CLOTHINGS (INDIA) LIMITED.**

मैं एतद्वारा प्रमाणित करता हूँ कि.....परिसीमित जिसका निगमन मूलत 19.....के
.....दिन इस.....अधिनियम के अधीन और.....परिसीमित नाम
द्वारा किया गया कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क) / 22 (1) (ख) के निर्बन्धनों के अनुसार आवश्यक संकल्प पारित
कर चुकी है और इसकी बाबत केन्द्रीय सरकार की लिखित अनुमति कम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।

I hereby certify that.....**City Man Clothings (India)**.....Limited, which was originally
incorporated on.....8th.....day of **Sept.**.....19.92.....under the **Companies** Act, and under the name **Cityman**..
Clothings (India).....Limited) having duly Passed the necessary
resolution in terms of section 21/22 (1) (a) / 22 (1) (b) of Companies Act, 1956, and the approval of the Central Government
signified in writing having been accorded thereto in the **Department of Company Affairs.**

क्षेत्रीय निदेशक के तारीख.....19.....के पत्र सं.....द्वारा प्राप्त ही
जाने पर उक्त कम्पनी का नाम इस दिन.....परिसीमित में तब्दील कर दिया गया है और यह प्रमाण-
पत्र उक्त अधिनियम की धारा 23 (1) के अनुसार में जारी किया जाता है।

Registrar of Companies, **Karnataka, B'lore** letter No. **STA. II/SVK/13512/CN/21/2000**
dated **29.03.2000**.....**18**.....the name of the said company is this day changed to **CITYMAN**
LIMITED.....**Limited** and this certificate is issued pursuant to section 23 (1) of the said Act.

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

Given under my hand at Bangalore this **Thirtieth** day of **March**.....**18**2000.....(**One thousand**
fifty hundred/Ninety.....**Two Thousand**.....)



(**B. M. ANAND**)
कम्पनियों का रजिस्ट्रार
Registrar of Companies
Karnataka, Bangalore.

यहाँ पर कम्पनी का वह नाम लिखिए जो कि तब्दीली से पूर्व था।

Here give the name of the Company as existing prior to the change.

यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अधीन कम्पनी का मूलत रजिस्ट्रीकरण और निगमन किया गया था।

Here give the name of the Act (s) under which the Company was originally registered and incorporated.

MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
CITYMAN LIMITED

MEMORANDUM OF ASSOCIATION OF

CITYMAN LIMITED

- I. The name of the Company is “ **CITYMAN LIMITED**”
- II. The registered Office of the Company will be situated in the State of Karnataka.
- III. The Objects for which the Company is established are:

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. ✦ To manufacture, buy, sell, lease, import, export, other wise deal and to act as intermediaries in all types of clothing, garments, textiles of every kind description, carpets, durries, blankets, hosiery, all types of lighting, heating and pumping and other allied equipments which uses conventional as well as non-conventional energy, and all kinds of healthcare products, pharmaceutical & allied aids, electronic health care products, glamour products, medical laboratory equipment, diagnostic chemical, medical diagnostic and electronic equipment.
- ✦
 - 1a. To establish laboratory for Company’s own purpose or other use and to do all kinds of consultancy services in healthcare and carry on research, manufacture, act as advisors for industrial organizations and research laboratories, and to promote run hospitals, diagnostic enters.
2. To carry on any where in India and \or elsewhere the business of drapers and dealers in cloth of all types and every kind and description and to act as dealers in readymade garment and dresses made of natural, synthetic or blended textiles of all types and every description.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To buy, sell, repair, alter, improve, exchange or hire, import, export, and deal in all works, plant, machinery tools and utensils, appliances, apparatus, products, materials, substances, articles, and things capable of being used in any and every such business as aforesaid or required by any customers or persons having dealings with the company or commonly dealt with. Render marketable, and deal in all residual any by-products incidental to or obtained in any of the business carried on by the company.
2. To enter into any arrangements with any Government or authorities, municipal, local or otherwise or any person whether company or association, partnership or individual in India or abroad, that may seen conducive to the objects of the Company or any of them and to obtain from any such Government Authority, persons or Company any rights, privileges, charters, contracts, licenses or concessions.

✦ Amended as on 30th September, 2000 (ROC Certificate dated 14-11-2000)

3. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any persons whether Company, association, partnership or individual.
4. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint ventures or reciprocal concessions, or for limiting competition with any person or company carrying on or engaged in or about to carry on or engage in, any business or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly, or indirectly benefit the Company.
5. To apply for, purchase, or otherwise acquire and renew in any part of the world, any patents, patent rights, 'brevet's invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right or their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money on experimenting upon testing or improving any such patents, inventions or right.
6. To establish or promote or concur in establishing or promoting any Company or companies for the purpose of acquiring all any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of underwrite, subscribe for or otherwise/acquire all or any part of the shares, debentures or other securities of any such other Company.
7. To establish, maintain and operate or to enter into any agreement with person, firm or company for the establishment, maintenances and operation of retail outlets for marketing the products of the company or others both within and outside the country.
8. Generally to purchase, taken on lease or in exchange, hire or otherwise acquire, any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or which may enhance the value of any other property of the company and in particular any land, buildings, factories, easements, machinery, plants, vehicles and stock-in-trade.

9. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to rework, manage and control any buildings, offices, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works, convenience, which may seem calculated directly or indirectly to advance the interest of the Company and to join with any other person whether Company, association, partnership or individual, in doing any of these things.
10. To invest and deal with the money of the Company not immediately required in any manner and in particular to accumulate funds or to acquire or take by subscription, purchase, or otherwise howsoever or to hold shares or stock in or the security of any company, association or undertaking in India or abroad subject to the provisions of the Companies Act, 1956.
11. To lend and advance money or give credit to such companies or other persons and on such terms as seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money or by any such persons and generally to give guarantees and indemnities.
12. To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and particular by the issue of debentures or debenture stock (perpetual or otherwise) and/or secure the repayment of any money borrowed, raised or owing by mortgage, charge, or lien upon all or any of the property or assets of the Company (both present and future) including the uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation undertaken by the company provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
13. To pay for any business, property or rights acquired or agreed to be acquired by the Company and generally to satisfy such obligation of the Company by the issue or transfer of shares of this company credited as fully or partly paid up or of debentures or other securities of the Company.
14. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
15. To pay for any rights or property acquired by the Company and to remunerate any person or Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part.

16. To pay out the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commissions obtaining applications for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
17. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular, for shares, stock, debentures or other securities of any other Company having objects altogether or in part similar to those of the company.
18. Subject to the provision of the Companies Act 1956, to distribute as dividend, bonus or otherwise among members in kind any property or assets of the Company and any shares, debentures or securities of this Company or of other Companies, belonging to this Company which this Company may be competent to distribute including capital profits.
19. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
20. 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 debts due and of any claim or demands by or against the Company.
21. To establish and maintain or procure the establishment and maintenance of the any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service to the Company or of any Company which is subsidiary of the Company or is allied to or associated with the Company with any such subsidiary company or who are or were at any time Director, or Officers of the Company or of any such other Company as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subsidize and subscribe to any institutions including particular, any cafeterias, canteens or clubs or funds calculated to be benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid either alone or in conjunction with any other Company as aforesaid.
22. To subscribe or contribute or otherwise assist to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions organizations, objects or purpose of for any exhibitions. The company shall not contribute to any political party or for any political purpose to any individual or body.

23. To procure the company to be registered or recognized in any part of the world outside India.
24. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation of for preparing, improving, extending or maintaining any of the properties of the Company for any other purpose conducive to the interests of the Company.
25. Subject to the provisions of the Companies Act, 1956, to place to reserve or to distribute as dividend or bonus among the members or otherwise to apply as the Company may from time to time think fit, moneys received by way of premium on shares or debentures issue at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares or from unclaimed dividends.
26. To establish, provide, maintain and conduct or otherwise subsidizes research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments and test of all kinds; to promote studies and researches both scientific and technical, investigations and inventions by providing ,subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the award of the scholarship, 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 in any business which the company is authorized to carry on .
27. To establish, maintain and operate technical/and or vocational training institutions and hotels for staff of all categories of the company, to make such other arrangements that may be expedient for the training of all categories of officers, workers, clerks, technical and other personnel likely to be useful to or to assist in any business which the company is authorized to carry on.
28. To establish, maintain and general educational institutions and hostels for the benefit of the children of the employees or ex-employees of the company, their dependants or connections of such persons and others and to make grants and awards and grant scholarships.
29. To take part in the management, supervision or control of the business or operators of any company or undertaking and for that purpose to appoint and remunerate any directors accountants or other experts or agents

30. To undertake and execute any trust, the undertaking whereof may seem desirable and whether gratuitously otherwise.
31. Subject to the provisions of the Companies Act, 1956, or any other enactment in force, to indemnify and keep indemnified, members, officers, Directors, agents and servants of the Company against proceedings, costs, damages, claim and demands in respect of anything done or ordered to be done by them for and in the interests of the company and for any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
32. To insure against losses, damages, risk and liabilities of any kind which may affect the Company either wholly or partially.
33. To apply for, promote and obtain Act of Parliament, charter, privileges, concession, license or authorization of any Government, State or Municipality provisional order or license of any authority or enabling the Company to carry any of its objects into effect or for the extending any of the power for the Company or for effecting any modification of the constitution of the Company for any other purpose which may seem calculated directly or indirectly to prejudice the interest of the company.
34. To own and operate transport vehicle and vessels for transporting all raw materials finished products and other goods and things required, dealt in or manufactured by the company.
35. To procure, convert, export, import, purchase, sell, deal and trade in all materials and thing including raw materials, by-products, wastes, finished products and products at all intermediate states, machinery, equipments and chemicals connected directly or indirectly with the industry set forth above.

C. OTHER OBJETS NOT INCLUDED IN (A) & (B) ABOVE ARE:

1. ✦ To establish and carry on the business of manufacturing, buying, selling, importing, and exporting, letting on hire and otherwise dealing in all kinds of sewing machines, cutting, stitching and button holing machines, and to do the business of manufacturing, buying, selling, importing, exporting all types of telecommunication services.
2. To carry on the business of buying, selling, importing, exporting and otherwise dealing in all kinds of tailoring materials like buttons, zip fasteners, lining materials and other similar and analogous material.

Altered as on 15-03-2000 (ROC certificate dated 10-07-200) and main objects W.E.F 20th may 2000.

3. To Carry on the business as advertising agents, advisors, consultants, agents and for the purpose to carry to carry out market surveys and purchase or otherwise acquire advertising space, time or rights in hoarding, newspapers, cinemas, televisions, or any other media of advertisement.

4. To organize in part of India or abroad sales promotions drives, seminars, exhibitions, fairs and other similar activities to attain the main objects of the Company or for and on behalf of any of its clients.
5. To transact and carry on all kinds of agency business and in particular in relations to the investment of money, the sale of property and collection and receipt of money or otherwise of any assets, funds, and business under any agreement.
6. ✦ To carry on the business of dealers, hirers, agents and developers of computers software, hardware and transcription of medical, legal and other related types and to do the business of designing, developing, manufacturing, assembling, repairing, importing, exporting digital analogue and related systems and display centers for computer hard and soft wares and other electronic products in and outside India, and to do all types remote processing operations including back office services of all types and descriptions in and outside India.
- 1 ✦
7. To carry on the business of real estate brokers, real estate agents, builders, promoters, developers of apartments, and all types of commercial and residential buildings, and all other types of civil structures and places of entertainments and other immovable properties of all kinds and descriptions and to acquire by purchase, lease or otherwise lands buildings or any other civil structures and to construct any super structures and or to dispose of or deal in any way in such lands or sites, and to make or construct roads and to do all types of activities to convert any land into habitable lands.
8. ✦ To carry on all or any of the business of manufactures, or dealers, buyers, sellers, importers, exporters, agents for principles of foreign and Indian companies for all kinds of coir and related products, tobacco, cigarettes, cosmetics, perfumes, food grains, food items, fruits, vegetables packed or otherwise, flowers, milk products, electrical and electronic appliances, consumer durables, telephones, computers, fax machines, Xerox machines, papers and paper related products, cellular phones, any other office equipments, and granites whether rough or polished and edible items of all types and varieties.

✦ Main objects W.E.F. 15th March 2000 (ROC certificate dated 10-07-2000)

1. ✦ Main objects W.E.F 20TH MAY 2000

Note: Item 6,7 and 8 in other objects mentioned above inserted W.E.F 29-11-1999 (ROC Certificate dated 18-02-2000)

IV. The liability of the members is limited.

✦

V. The authorized Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Share of Rs. 10/- (Rupees Ten Only) each.

✦ Amended as on 15-03-2000

We the several persons, whose names and addresses are subscribed hereunder, 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 as set opposite to our respective names:

Sl. No.	Names and Addresses, Description and Occupation of Subscribers with their Signatures	Number of Equity Shares takes by each Subscriber	Signature, Name, Address, Description and Occupation of the witness
1.	<p style="text-align: center;"><i>Sd/-</i> SAJAN JOSEPH KARIMATTOM S/o Joseph Karimattom Karimattom, Muttambalom, Kottayam – 4</p> <p style="text-align: center;">Business</p>	10 (Ten)	<p style="text-align: center;"><i>S/d</i> M. SANICHAN MATHEW S/o M.M. Mathew Kudakeseril Buildings, Kottayam – 686002</p> <p style="text-align: center;">Chartered Accountant</p>
2.	<p style="text-align: center;"><i>Sd/-</i> SANTHOSH J. KARIMATTOM S/o Joseph Karimattom Karimattom, Muttambalom, Kottayam – 4</p> <p style="text-align: center;">Business</p>	10 (Ten)	
3.	<p style="text-align: center;"><i>Sd/-</i> ANNAMMA JOSEPH W/o Joseph Karimattom Karimattom, Muttambalom, Kottayam – 4</p> <p style="text-align: center;">Business</p>	10 (Ten)	
4.	<p style="text-align: center;"><i>Sd/-</i> SHOBA SAJAN W/o Sajan Joseph Karimattom Karimattom, Muttambalom, Kottayam – 4</p> <p style="text-align: center;">Housewife</p>	10 (Ten)	

Dated this 10th day of August, 1992.

We the several persons, whose names and addresses are subscribed hereunder, 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 as set opposite to our respective names:

Sl. No.	Names and Addresses, Description and Occupation of Subscribers with their Signatures	Number of Equity Shares takes by each Subscriber	Signature, Name, Address, Description and Occupation of the witness
1.	<p style="text-align: center;"><i>Sd/-</i> TOBY JOSEPH MALIAKAL S/o Joseph Maliakal North Parur.</p> <p style="text-align: center;">Business</p>	10 (Ten)	<p style="text-align: center;"><i>S/d</i> M. SANICHAN MATHEW S/o M.M. Mathew Kudakeseril Buildings, Kottayam – 686002</p> <p style="text-align: center;">Chartered Accountant</p>
2.	<p style="text-align: center;"><i>Sd/-</i> SAJINI TOBY MALIAKAL W/o Toby Joseph Maliakal North Parur.</p> <p style="text-align: center;">Housewife</p>	10 (Ten)	
3.	<p style="text-align: center;"><i>S/d</i> T.A. VIJAYAN S/o Anthrappan C/o Karimattom House, Muttambalom, Kottayam – 4</p> <p style="text-align: center;"><i>Employment</i></p>	10 (Ten)	
		<hr/> 70 (Seventy Only)	

Dated this 10th day of August, 1992.

ARTICLES OF ASSOCIATION

OF

CITYMAN LIMITED

Company Limited Shares – Registered under the Companies Act 1956

CONSTITUTION

1. The regulations contained in Table A in the First Schedule to the Companies Act 1956, shall not apply to this company to the extent excluded by specific provision stated hereunder save the regulations for the management of the Company and for the observances of the Members thereof and their representatives shall subject to any exercise of the statutory powers of company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the Companies Act 1956, be such as are contained in these Articles.

INTERPRETATION CLAUSE

Interpretation

2. In these presents the following words and expressions shall have the following meanings unless excluded by the subject or context:

'The Act or Companies Act'

- a) "The Act" or "The Companies Act" shall mean "The Companies Act 1956" or any statutory modification or re-enactment thereof for the time being in force.

'The Board or The Board of Directors'

- b) "The Board" or "The Board of Directors" means the board of directors of this Company, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a resolution by circulation in accordance with these Articles.

'The Company' or This Company'

- c) "The Company" or "This Company" means CITYMAN LIMITED.

'Directors'

- c) "Directors" means the Directors including Alternate Directors for the times being of the Company whether in meeting assembled or not.

'Writing'

- e) In "writing" includes printing, lithography, typewriting and other usual substitute for writing.

'Members'

- f) "Members" means members of the Company holding a share or shares of any class.

`Month`

g) "Month" means a Calendar month

`Paid –up`

h) "Paid-up" shall include `Credited as paid-up`

`Person`

i) "Person" shall include any Corporation or company as well as individuals.

`These Present` or `These Regulations` or `These Articles`

j) "These Presents " or "These Regulations" or "These Articles" shall mean these Articles of Association now framed or altered from time to time and shall include the Memorandum where the context so requires.

`The Register`

k) "The Register" means the Register of members to be kept as required by section 150 of the Act

`The Seal`

l) "The Seal" means the Common seal for the time being of the Company

`Section`

m) "Sec" or "Section" means section of the Act.

`Special Resolution`

n) "Special Resolution shall have the meaning assigned thereto by Section 189 of the Act.

`Words`

o) "Words" importing the masculine gender include the feminine gender and vice versa.

p) Except where the context otherwise requires, words importing the singular shall include the plural and vice data.

CAPITAL

✦ ***Share Capital***

3. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty five Crores Only) divided into 2,50,00,000(Two Crore Fifty Lakhs) Equity share of Rs. 10/- (Rupee Ten Only) each.

Prohibition of investments of funds in Company's own shares

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

Allotment of Shares

5. The Board shall duly comply with Section 75 of the Act with regard to all allotments of shares from time to time.

Further issue of Capital

6. The Board may at any time, increase the subscribed capital of the Company by issue of new shares out of the un issued part of the share capital in the originals or subsequent created capital, but subject to following provisions, namely.
 - a) Where the offer and allotment of such shares are made within two years from the date of the incorporation of the Company or within one year from the first allotment of shares made after its incorporation whichever is earlier, the Board shall be at liberty to offer the shares and allot the same to any person or persons at their discretion.
 - b) In respect of offers and allotments made subsequent to the date set out in clause (a) above, the Directors shall subject to the provisions of section 81 of the Act, and of sub-clause (c) hereunder observe the following conditions.
 - 1) Such new shares shall be offered to the persons, who at the date of the offer, are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the capital paid up on those shares at that date.
 - 2) The offer aforesaid shall be made by notice specifying, the number of shares offered and limiting a time not being less than twenty one days from the date of the offer within which the offer if not accepted will be deemed to have been declined.

✦ Amended as on 15-03-2000

- 3) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person, and the notice referred to in clause (2) shall contain a statement of this right.
- 4) After the expiry of the time specified in the notice aforesaid, or earlier intimation from the person to whom such notice is given that he declines to accept the shares offered the Board may dispose of them in such manner as it thinks most beneficial to the Company.

- c) The Directors may with the sanction of the Company in General Meeting offer and allot shares to any person at their discretion provided that such sanction is accorded either by:
- 1) a special resolution passed at any General Meeting, or
 - 2) an ordinary resolution passed at a General Meeting by majority of the votes cast with the approval of the Central Government in accordance with Section 91 of the Act.
- d) Nothing in this clause shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to debentures issues or loans raised by the Company.
- i) to convert such debentures or loans into shares in the Company, or
 - ii) to subscribe for shares in the Company; provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term.
- 1) has been approved by a special resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans; and also.
 - 2) Either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with the rules, if any, made by the Government in this behalf.
- e) An option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting.

Power to issue shares of different classes

7. Without prejudice to any special rights previously conferred on the holders of any existing shares or calls shares, any shares in the Company may be issued with such preferred, or other special rights or such restriction whether in regard to dividend, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine.

Power of General Meeting to offer shares to such persons as the Company may resolve

8. In addition to and without derogating from the powers for the purpose conferred on the Board under Article 6 of the Company, by a special resolution in General Meeting may determine that any shares (Whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons whether members or holders of debentures of the Company or not in such proportions and on such terms and conditions and either at a premium, or at par or (subject to compliance with the provisions of Section 79 of the Act) at a discount, as such General Meeting shall determine, and shall have full power to give any persons (whether members or holders of debentures of the Company either a premium or at par, or (subject to compliance with the provisions of Section 79 of the Act) at a discount, such option being exercisable at such times and for consideration as may be directed by such General Meeting, or the company in General Meeting may make any other provisions whatsoever for the issue, allotment or disposal of any shares.

Preference Shares

9. a) Subject to the provisions of Section 80 of the Act any preference shares may, with the sanction of ordinary resolution, be issued on the terms that they are or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company, before the issue of the shares, may determine.
- b) The Board may, at its discretion convert the un issued equity shares in preference shares or Redeemable preference shares and vice versa and the Board may issue any part or parts of the un issued shares upon such terms and conditions and with such rights and privileges annexed thereto as the Board at its discretion and subject to the provisions of Section 86 to 89 of the Act thinks fit and in particular may issue such shares with such preferential or qualified rights to dividends and in the distribution of the assets of the Company as the Board may, subject to the aforesaid section determine.
- c) The Board may at its discretion issue any portion of the Preference shares not already issued as Redeemable Preference shares which are at the option of the Company liable to be redeemed and subject to the provisions of Section 80 of the Act, on such terms as to dividends, preferential payment or return of the amount paid-up thereon and as to conditions and terms of redemption as the Directors may deem fit.

Variation of rights

10. The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of that class) may, subject to the provisions of Sections 106 and 107 of the Act be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting the provisions of these Articles relating to General Meetings shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.

Issue of further shares pari passu not affect the right of shares already issued

- 11 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided for by terms of issue of the shares of that class, be deemed to be varied by the creation of further shares, ranking pari passu there with.

No issue with disproportionate rights.

12. The Company shall not issue any shares, (not being preference shares) which carry voting right or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attaching to the holder of other shares (not being preference shares).

Power to pay Commission

13. The Company may at any time pay 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 subscription (whether absolute or conditional) for any shares, debentures, or debenture-stock of the Company, The statutory conditions and requirements shall be observed and complied with the rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures the rate or commission shall not exceed two and half percent of the price at which debentures are issued. The Commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and

partly in the other. The Company may also on any issue of shares debentures pay such brokerage as may be lawful.

Trust not recognized

14. Save as otherwise provided by these Articles the Company shall be entitled to treat the registered holder of any shares or debentures as the absolute owner thereof and accordingly the company shall not expect as ordered by a court of competent jurisdiction or by the Statute required, be bound to recognize any equitable, contingent, future or partial interest, lien pledge, or change in any shares or debentures or (except only as by these presents otherwise provided for) any other right in respect of any share or debenture except an absolute right to the entirety thereof in the registered holder.

Issue of other than for cash

15. The Board may issue and allot shares in the capital of the company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied, or for service rented or to be rented to the company in or about the acquisition and /or conduct of trustees and any shares may be allotted as fully paid –up shared and if so issue shall be deemed to be fully paid –up shares.

Acceptance of shares

16. An application signed by or on behalf of the applicant for shares in the company, followed by an allotment of any shares therein, shall be acceptance of the shares within the meaning of these articles, and every persons who thus or otherwise accept any shares and whose name is on the register shall for the purpose of these articles be a member.

SHARE AND DEBENTURES CERTIFICATES

Rights of certificates

17. 1. Every person whose name is entered as a member in the register shall be entitled to receive without payment.
 - a) The share certificate shall be issued in marketable lots and where share certificate are issued in either more or less than market lots, sub-division or consolidation of share certificates into market lots shall be done free of change.
 - b) Where the shares so allotted at any one time exceed the number of shares fixed as market lot in accordance with the usages of the Stock Exchange, at the request of the Shareholder several Certificates one each per marketable lot and one for the balance.

- 2) The Company shall, within three months after the allotment of any of its shares, or debentures and within one month after the application for registration of the transfer of any such shares or debenture complete and delivers to the person the certificate of all shares or debentures so allotted or transferred unless the conditions of issue of shares or debentures otherwise provide. The expression 'Transfer' for the purpose of this sub clause, means a transfer duly stamped and otherwise valid, and does not include any transfer which the Company is for any reason entitled to refuse to register and does not register.

Certificate to be under seal

18. Every Certificate shall be under the seal of the company and shall specify the shares of debentures to which it relates and the amount paid-up thereon.

Certificate for joint holders

19. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holder shall be sufficient delivery to such holders, subject as aforesaid where more than one share is sole, the joint holders shall be entitled to apply jointly to the issue of several Certificates accordance with Article 17 above.

Endorsement of transfer

20. In respect of any transfer of shares registered in accordance with the provisions of these Articles. The Board may at their discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing shares Certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate in lieu of and in cancellation of the existing Certificate in the name of the transferee, where there is no further space on the back thereof for making endorsement of transfer.

Renewal of certificate

21. If a Certificate be worn out, defaced, destroyed or lost or if there is no further space on the back thereof endorsement of transfer, it shall if required, be replaced by a new certificate on payment of fee not exceeding Rupee One if so required by the Board, provided however that such new certificate shall not be granted except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out-of-pocket expenses as the Board may require in case of the certificate having been defaced, destroyed or lost, provided further that no fee shall be charged for replacement of those which are old, defaced, worn out or where the cages on the reverse for recording transfers have been fully utilized. Any renewed certificates shall be marked as such.

Splitting and consolidating of shares certificate

22. Any registered holder of the shares being in possession of any Certificate or Share Certificates for the time being may surrender such Certificate or Certificates to the Company and apply to the Company for the issue of two or more fresh share certificates comprising the same shares bearing the same distinctive numbers as were composed in the said certificates and in such separate lots as he may desire, in lieu of and in cancellation of such Share Certificates so surrendered for the consolidation of the shares comprised in such surrendered Certificate into one certificate and the directors may, in lieu of and in cancellation of Certificate so surrendered, issue one or more such share Certificate, as the case may be in the name of the person or persons in whose name the original certificates stood and the new Certificates or to his order, No fee shall be charged of sub-division or consolidation of share certificates into market lots and where share certificates are issued for either more or less than market lots sub-division and or consolidation should be done free of charge.

Issue of Certificate

23. Every Certificate of title to the share or shares shall be issued only in accordance with the provisions of Companies (Issue of share Certificates) Rules, 1960 or any amendment thereof or any provision of law applicable there to for the time being in force.

CALLS ON SHARES

Calls

24. Subject to the provisions of section 91 of the Act, the Board may, from time to time, make such calls as they think fit upon the members in respect of all money and paid on the shares held by them respectively whether on account of the nominal value of the shares or by way of premium and not by condition of allotment there of made payable at fixed time, and member shall pay the amount of every call so made on them to the person at the time and place appointed by the board.

Length of Notice Call

25. Not less than thirty days notice of any call shall be given specifying the time and place of payment and the person to whom such payment shall be made provided that before the time of payment of such call the board may, by notice in writing to the member extend the time for payment thereof.

Sums payable in fixed installments to be deemed as calls.

26. If by the terms of issues of any shares or otherwise any amount is made payable at any fixed time or by installments at fixed times whether on account of the nominal value of the share or by way of premium, every such amount or installments shall be payable as if it were a call duly made by the Board, of which due notice had been given, and all the provisions here in contained in respect of calls shall relate and apply to such amount or installment accordingly.

When installment on calls payable

27. If a sum called in respect of shares is not paid on or before the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at which rate of interest as the Board may decide from the day appointed for the payment thereof to the time of actual payment but the Board shall be at liberty to waive payment of such interest wholly or in part.

Interest on sums payable at fixed time

28. The provisions of these Articles as to payments of interest shall apply in the case of non-payment of any sum which, by the terms of issue of shares becomes payable at a fixed time, where on account of the nominal account of the share or by way of premium, as if the same had become payable by virtue of call made and notified.

Payment of call in advance

29. The Board may if they think fit, receive from any member willing to advance call or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advanced may (until the same would, but for such advance become presently payable) pay interest as such rate as the Board may beside but shall not in respect of such advances confer a right to the dividend or to participate in profit or to any voting rights.

Partial payment not to preclude forfeiture

30. Neither a judgment nor decree in favor of the Company for call or any other moneys due in respect of any share nor any part payment of satisfaction there under nor the receipt by Company of a proton of any money which shall from time to time be due from any member in respect of any share either by way or principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such share as hereinafter provided.

Persons by whom installments are payable.

31. If by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installments shall, when due, be paid to the Company by the person who for the time being

and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.

Liability of joint holders of shares

32. The joint holder of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls, interest and expenses, if any due in respect of such share or shares.

LIEN

Company's lien on shares

33. The Company shall have a first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either alone or jointly with any other person and upon the proceeds of sale thereof for all money called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Board at any time may declare shares to be exempt, wholly or partially, from the provisions of the Article, unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

Enforcing of lien by sale

34. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as they think fit, but no sale shall be made until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of such part of the amount in respect of which the lien exists or is presently payable has been given to the registered holder of the shares for the time being or to the person entitled to the shares by reason of the death or insolvency of the registered holder.

Authority to transfer

35. To give effect to such sale, the Board may authorize any person to transfer the shares solely to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceeding relating to the sale.

Application of proceeds of sale

36. The net proceeds of any such sale shall be applied towards satisfaction of the said moneys due from the member and the balances, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of the sale.

FORFEITURE OF SHARES

If call or installment not paid, notice may be given

37. If a member fails to pay any call or installment of a call on the day appointed for the payment thereof, the Board may, at any time thereafter during such time as any part of such a call installment remains unpaid serve a notice on him requiring payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

Form of Notice

38. The notice aforesaid shall name a further day(not earlier than the expiration 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 shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

If notice not complied with, shares may be forfeited

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

Surrender of Share

40. The Board may accept in the name and for the benefit of the company and such terms and conditions as may be agreed upon, the surrender of any shares liable to forfeiture and so far as the law permits of any other shares.

Board's rights to disposal of forfeited shares or cancellation of forfeiture

41. A forfeited or surrendered share may be sold or otherwise disposed of on such terms and in such manner as the Board may think fit and at any time before such sale or disposal, the forfeiture or surrender may be canceled on such terms as the Board may think fit.

Liability after forfeiture

42. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture remain liable to pay and shall forthwith pay to the Company all moneys' which at the date of forfeiture were presently payable by him to the company in respect of the shares, whether such claim be barred by limitation on the date of the forfeiture or not but his liability shall cease if and when the Company received payment in full of all such moneys in respect of the shares.

Declaration of forfeiture

43. A duly verified declaration in writing that the declaration is a Director of the Company and that a share in the Company has been fully forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and that declaration and the receipt of the Company for the consideration, if any, given for the share

on the sale or disposal hereof, shall constitute a good title to the share and the persons to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money(if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings reference to the forfeiture, sale or disposal of the share.

Non-Payment of sums payable at fixed times

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

Transfer of shares

45. 1) Shares in the Company shall be transferred by an instrument in writing in the form prescribed under Section 108 of the Act.
- 2) The instrument of transfer of any shares in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in Register in respect thereof. The instrument of transfer shall be in respect of only one class of shares.
- 3) The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the Certificate of shares to which it relates and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.
- 4) An application for the registration of the transfer of any share of shares may be made either by the transferor, or the transferee, provided that where such application is made by the transferor, no registration shall in the case of partly paid shares be effected unless the Company gives notice of the application to the transferee. The Company shall, unless objections made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.
- 5) For the purpose of clause (4) notice to the transferee shall be deemed to have been duly given if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been delivered in the time at which it would have been delivered in the ordinary course of post.
- 6) Nothing in clause (3) shall prejudice the power of the Board to register as a share holder any person to whom the right to any share has been transmitted by operation of law.

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

Transfer to infants, insolvents and persons of unsound mind

46. No share shall in any circumstance, be transferred to an infant, insolvent or person of unsound mind.

Board's right to refuse to register

47. 1) The Board may at any time in their absolute discretion and without assigning any reason decline to register any transfer of shares, whether of shares, whether fully paid up or not and whether the transferee is a member of the Company or not and may also decline to register any transfer of shares on which the Company has a lien.
- 2) If the Board refuse to register any transfer or transmission of right they shall, within one month from the date on which the instrument of transfer or the intimation of such transmission was delivered to the Company sent notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.
- 3) In case of such refusal by the Board, the decision of Board shall be subject to the right of appeal conferred by Section 111 of the Act.
- 4) Provided that the registration of any transfer shall not be refused on the ground of the transfer or 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, and also subject to the provisions of Section 22A of the Securities Contracts (Regulation) Act.
- 5) The provisions of this clause shall apply to transfers of stock also.

Endorsement transfer and issue of Certificate

48. 1) Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Board in that behalf in case any transferee of share shall apply for a new certificate in lieu of the old or existing certificate he shall be entitled to receive a new certificate on payment of a sum of Rupee One every such certificate of shares to which the said transfer relates and upon delivering up to be cancelled every one, or existing certificate which is to be replaced by new one.

Provided that no fee shall be charged for issuing new certificate replacement of those which are decrepit or worn out certificates or where cages on the reverse for recording transfers have been fully utilized.

- 2) No fee shall be charged for transfer or transmission shares or for registration of any Power of Attorney, probate, letters of administration or other similar document.

Particulars of transfer to be entered in the Register of Members

49. The particulars of every transfer or transmission of any shares and all other particulars of shares shall be entered in the Register of Members as required by the Act.

Custody of Transfer Deeds

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

Closure of register of Members and Register of Debenture holders

51. the board may after giving not less than seven days previous notice by advertisement in some newspaper circulating in the District in which the registered Office of the company is situated, close the Register of Members or the Register of debenture holders for any period or periods not exceeding in the aggregate forty five days in each year but not exceeding thirty days at any one time.

Transmission of shares

52. 1) The executors or administrators of a deceased member (not being one or several joint holders) or the holder of a succession certificate any shares belonging to deceased member, shall be the only person recognized by the Company, as having any title to the shares registered in the name of such member provided that should the member be a member or a joint Hindu family, the Board on being satisfied to that effect on being satisfied that the

shares standing in his name in fact belonged to the joint family may recognize the survivors or the Kartha thereof as having title to the shares registered in the name of such member, provided further that in any case it shall be lawful for the board in their absolute discretion to dispense with the production of probate or letters of administration or other legal representation upon such terms as to indemnify or otherwise, as to the abroad may seem just.

- 2) On the death of one or more of joint holders of any shares, the survivors/survivor alone shall be the only person recognized by the Company as having any title to or interest in such shares in the event of the death or any sole holder of the last surviving holder the executors or administrators of such or other persons legally entitled to the shares shall be

entitled to be recognized by the Company as having titled to the shares of the deceased.

Provided further on production of such evidence as to title and on such security or other terms as the Board being satisfied that the shares standing in his name in fact belonged to the joint family, may recognized as having title to the shares as heir or legal representative of the deceased shareholder.

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

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

- 3) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any shares which were jointly held by him with other persons

Rights and liabilities of legal representatives

53. 1) Any person becoming entitled to a share in consequence of the death or insolvency of a member, may upon such evidence being produced as may from time to time be required by the Board and subject as hereinafter provided, elect either:
 - i. to be registered himself as holder of the share or
 - ii. to make such transfer of the share as the deceased or insolvent member could have made.
3. The Board shall, in either case, have the same right to decline or to suspend registration as if would have had. If the deceased or insolvent member had transferred the share before his death or insolvency.

Notice of election by legal representatives

54. 1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- 2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

- 3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transferred signed by that member.
- 4) 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 to in respect of it to the exercise any right conferred by membership in relation to meetings of the Company: provided that the Board may, at the 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 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.

Company's right to register transfer by apparent legal owner

55. The Company shall incur no liability or responsibility whatsoever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, but the company shall nevertheless be at liberty to have regard and attend to any such notice and give effect thereof, if the board shall think fit.

REGISTER OF MEMBERS

Register of Members and Debenture Holders

56. The Company shall keep at its registered office in one or more books, a register of its members and debenture holders commencing from the date of the registration of the company and an index of members and debenture holders and enter therein the particulars prescribed in Sections 150, 151, 152, of the Act and the Company (Issue of Share Certificate Rules) 1960 or any modification thereto for the time being in force.

Inspection of Registers

57. The Registers of Members and the Index of Members. Index of Debentures Holders and copies of Annual Returns prepared under Section 159 of the Act shall be open to the inspection of any member without payment of any

fee and to the inspection of any other persons or payment of one Rupee for each inspection and copies of extracts from such register may be furnished in accordance with the provisions of section 163 of the Act.

SET – OFF OF MONEYS DUE TO SHARE HOLDERS

Set-off of Moneys due to Shareholders

58. Any money due from the Company to a shareholder may, without the consent of such shareholders, be applied by the company in or towards payment of any money due from him ,either alone or jointly with any other persons to the Company in respect of calls.

CONVERSION OF SHARES INTO STOCK

Conversion of shares

59. The Company may by ordinary resolution convert all or any fully paid up shares of any denomination into stock and vice versa.

Transfer of Stock

60. The holders of stock may transfer the same or any part thereof in the same manner as shares, and subject to the same regulations under which the shares from which the stock arose, might before the conversion have been transferred, or as near thereto as circumstances admit, provided, that the Board may, from time to time fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of the shares from which the stock which the stock arose.

Rights of stockholders

61. The holders of stock shall according to the amount of stock held by them have the same rights, privilege and advantages as regards dividends, voting at meeting of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except on winding up) shall be conferred that privilege or advantage.

Applicability of Regulations to stock and stockholders

62. Such of the regulations contained in these presents (other than those relating to share warrants) as are applicable to fully paid up shares shall apply to stock and the words "share" and "shareholders" in these presents shall include "stock" and "stockholders" respectively.

SHARE WARRANTS

Issue of share warrants

63. 1) The Company may issue share warrants subject to and in accordance with the provisions of Sections 114 and 115 of the Act and accordingly the Board may in their discretion with respect of any share which is fully paid up, on application in writing signed by the person registered as holders of the share and authenticated by such evidence, if any as the Board may from time to time require as to the identity of the person signing the application, and on receiving the Certificate if any, of the share and the amount of the stamp duty required for the warrant and such fee as the Board may from time to time require issue a share warrant and may provide by coupons or

otherwise for the payments of the future dividends on the shares specified in the share warrant.

2) A share warrant shall entitle the bearer thereof to the shares included in it and the shares shall be transferred by the delivery of the share warrant and the provisions of the Articles of the Company with respect to transmission of shares shall not apply thereto.

3) The bearer of share warrant shall, on surrender of the warrant to the Company for cancellation and on payment of such fee as the Board may from time to time prescribe, be entitled to have his name entered as a member in the Register of Members in respect of the shares included in the warrant.

Requisition of meeting by Bearer of share warrants.

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

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

3) The company shall on two day's written notice return the deposited share warrant to the depositor.

Disabilities of Holder

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

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

Renewals

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

ALTERATION OF CAPITAL

Alteration of Capital

67. 1) The Company in General Meeting may from time to time by ordinary resolution alter the conditions of its Memorandum of Association as follows, that is to say, it may:-

a) increase its share capital by such amount as it thinks expedient by creating new shares;

- b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - c) convert all or any of its fully paid up shares into stock and reconvert that stock into fully paid up shares into stock and reconvert that stock into fully paid up shares of any denomination;
 - d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum, so however, that in the sub-division the proportion between the amount paid and the amount if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.
 - e) Cancel any shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- 2) The resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division one or more of such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.

Application of provisions of new shares

68. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the share in the original share capital.

Reduction of capital etc.

69. The Company may by special resolution reduce in any manner and with and subject to any incident authorized and consent required by law:
- a) its share capital;
 - b) any capital redemption reserve account; or
 - c) any share premium account.

GENERAL MEETINGS

Statutory Meeting

70. The Statutory Meeting of the Company shall be held at such place and time (not less than one month, nor more than six months from the date on which the Company is entitled to commence business) as the Directors may determine, and in connection therewith the Directors shall comply with the provisions of Section 165 of the Act.

ANNUAL GENERAL MEETINGS

71. The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its annual general meeting at intervals and in accordance with the provisions specified below:
- a) The first annual general meeting of the Company shall be held within eighteen months of its incorporation.
 - b) The next annual general meeting of the Company shall be held within six months after the expiry of the financial year in which the first annual general meeting was held and thereafter the annual general meeting shall be held by the Company within six months after the expiry of each financial year, subject however to the power of the Registrar of Companies to extend the time within which such a meeting can be held for a period not exceeding three months, and subject thereto not more than fifteen months shall elapse from the date of one annual general meeting and that of the next.
 - c) Every annual general meeting shall be called for at time during business hours on a day that is not a public holiday under the Negotiable Instruments Act and shall be held either at the Registered Office of the company or at some other place within the city, town or village in which the registered office of the company is situated.
 - d) Notice calling such meetings shall specify them as annual general meetings.
 - e) All other meetings shall be referred to as Extraordinary General Meetings.

Extra Ordinary General Meeting

72. The Board may whenever they think fit convene an extraordinary general meeting at such time and at such place as they deem fit. Subject to the directions if any given by the Board, the secretary may convene Extraordinary General meetings.

Extraordinary General Meeting by Requisition

73. 1) The Board shall on the requisition of such number of members of the company as is specified below proceed duly to call on an Extraordinary General Meeting of the company and comply with the provisions of the Act in regard to meeting on requisition.
- 2) The requisition shall set out the matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered office of the company or sent to the company by registered post addressed to the company at its registered office.
 - 3) The requisition may consists of several documents in like form each signed by one or more requisitionists.
 - 4) The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as holding at the date of the deposit or dispatch to the Registered office of the requisition, not less than 1/10th of such

of the paid up capital of the company as at the date carries the right of voting in regard to the matters set out in the requisition.

- 5) If the Board does not within 21 days from the date of the deposit of the requisition with regards to any matters proceed duly to call a meeting for the consideration of those matters, on a day not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or by such of the requisitionists, as representing either a majority in value of the paid-up share capital held by all of them or not less than 1/10th of such paid up capital of the company as is referred to in clause (4) above which ever is less.

Length of notice for calling meeting

74. A general meeting of the company may be called by giving not less than 21 days notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded in the case of Annual General Meeting by all the Members entitled to vote thereat and in the case of any other meeting, by members of the company holding not less than 95% of that part of the paid up share capital which gives the right to vote on the matters to be considered at the meeting. Provided that where any number of members of the company are entitled to vote only on some resolutions to be moved at the meeting and not on the others, those members shall be taken into account for the purpose of this article in respect of the former resolution or resolutions and not in respect of the latter.

Accidental omission to give notice not to invalidate meeting

75. The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of, or resolutions passed at, such meeting.

Special business

76. a) All business shall be deemed special that is transacted at a Extraordinary General Meeting and also transacted at an Annual General Meeting with the exception of business relating to
 - i) the consideration of the Accounts, Balance Sheet, Report of the Directors and Auditors;
 - ii) the declaration of Dividend;
 - iii) the appointment of directors in the place of those retiring; and
 - iv) the appointment and fixing of the remuneration of the Auditors.
- a) Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business, including in particular the nature of the concerned or interest, if any, therein of every Director of the company, where any item of business consists of the according of approval to any document by the

meeting the time and place where the documents can be inspected shall be specified in the statement aforesaid.

Provided that where any item of special business as aforesaid to be transacted at the meeting of the company, relates to or affects any other company, the extent of share holding interest in that other company of every director of the company shall also be set out in the statement if the extent of such share holding interest is not less than 20% of the paid up share capital of that other company.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

77. Five members personally present shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the time when the meeting proceeds to business.

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

78. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon by the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other times as the board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time of appointment for the meeting the members present shall be a quorum.

Chairman of General Meeting

79. 1) The chairman of the Board of directors, shall preside as chairman at every general meeting of the company

2) If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting Or his unwilling to act as chairman of the meeting, the members present shall choose another director as Chairman of the meeting, and if no Directors be present on all the Directors decline to take the chair, then the members present shall choose someone of their number of the Chairman of the meeting.

Adjournment of the meeting

80. The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting 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. When a meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Questions of General Meeting how decided

81. 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 in accordance with the provisions of Section 179 of the Act. Unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution.

Casting vote

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

Taking of poll

83. If a poll is duly demanded in accordance with the provisions of Section 179 of the Act it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be decision of the meeting on the resolutions on which the poll was taken.

In what cases poll taken without adjournment

84. A poll demanded on the election of chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time not being later than 48 hours from the time when demand was made, as the chairman may direct.

No member entitled to vote while call to the Company

85. No member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which any call or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right of lien.
86. Subject to the provisions of these Articles, and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for time being forming part of the capital of the company, every member, not disqualified by the last preceding article shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands every member present, in person shall have one vote and upon a poll the voting right of every member present in person or by proxy shall be in proportion to his share of the paid up Equity Share Capital of the Company, provided however, if any preference shareholder be present at any meeting of Company, save as provided in clause (b) of sub-section (2) of section 87 of the Act, he shall have a right to vote only on resolutions placed before the meeting which directly affect the rights attached to the Preference shares.

Validity of votes

87. 1) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or

tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

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

Business may proceed not-with-standing demand for poll

88. A demand for a poll shall not prevent the continuance of the meeting for the transaction of any other business than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or the persons who made the demand.

Vote by joint holders

89. If there be joint holders of any share, any one of such persons may vote at any meeting or may appoint another person (whether a member or note) as his proxy in respect of such shares, as if he were solely entitled here to but the proxy so appointed shall not have any right to speak at the meeting and, if more than one of such joint-holders be present at any meeting, that one of the said persons so present whose name stands higher on the Registered shall alone be entitled to speak and to vote in respect of such shares, but the other or other of the joint holders shall be entitled to be present at the meeting. Several executors or administrator of a deceased Member in whose name shares stand shall for the purpose of these Articles be deemed joint-holder thereof.

Vote on behalf of member of unsound mind or minor

90. A member of unsound mind, or in respect of whom an order had been made by any court having jurisdiction in lunacy, or minor may vote whether on a shown of hands, or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by proxy.

Proxies permitted on polls

91. On a poll, votes may be given either personally or by proxy.

92. 1) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing, or if the appointer is the corporation either under the common seal or under the hand of an officer of attorney so authorized. Any person may act as proxy whether he is a member or not.

2) A corporate body (whether a company within the meaning of the Act or not) may, if it is a member or a creditor or a debenture holder of the Company, by the resolution of its Board of Directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the company or at any meeting of any creditors of the company held in pursuance of the Companies Act or any Rules made there under or in pursuance of provisions contained in any debentures of Trust Deed as the case may be. The person so authorized by resolutions as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body or corporate which he represents, as the body could exercise if it were an individual member, creditor, or holder of Debentures of the company.

3) So long as an authorization under clause (2) above is in force, the power to appoint proxy shall be exercised only by the person so appointed as representative.

Proxy to be deposited at the office

93. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is resigned or a notarized certificate copy of the power of authority, shall be deposited at the Registered Office of the Company, not less than 48 hours before the time of holding the meeting of adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointing for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

Validity of vote by proxy

94. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of the appointer or the revocation of the proxy, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of the death, revocation of transfer shall have been received at the Registered office of the company before the commencement of the meeting or adjourned meeting at which the proxy is presented.

Form of proxy

95. The instrument appointing a proxy shall be in one of the forms prescribed in Schedule IX of the Act or otherwise prescribed by the Act from time to time.

Time for objections to votes

96. 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 call shall be deemed valid for all purposes of such meeting or call what-so-ever.

Chairman of any meeting to be the judge of validity of any vote

97. The chairman of any meeting shall be the sole judge 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.

Minutes

98. 1) The company shall comply with the requirements of Section 193 of the Act in respect of keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.

2) The chairman of the meeting may exclude at his absolute discretion such of the matters as, or could reasonably be regarded as, defamatory of any person, irrelevant or immaterial to the proceedings or detrimental to the interests of the company.

DIRECTORS

Number of Directors

99. Until otherwise determined by a General Meeting and subject to Section 252 of the Act, the number of Directors shall not be less than three and not more than twelve, including all kinds of Directors.

Present Directors

100. The first Directors of the Company shall be :

1. Mr. Sajan Joseph Karimattom
2. Mr. Santhosh J. Karimattom
3. Mr. Toby Joseph Maliakal
4. Mr. Ramesh Makheeja
5. Mr. Vipin Gandhi
6. Mr. K. Jacob Thomas

Mr. Sajan Joseph Karimattom and Mr. Santhosh J Karimattom shall permanent Directors and shall not be liable to retire by rotation.

Remuneration of Directors

101. Subject to the provisions of Section 198 and 309 of the Act, a Director who is in the whole time employment of the Company may be paid remuneration either by way of monthly payment or at a specified percentage of the net profits of the company or partly by one way and partly by the other.

The fee payable to a director (including a whole-time Director, if any) for attending a meeting of the Board of Committee thereof shall not exceed Rs.1000/- for each sitting of the Board of committee. The fee shall be payable for any adjourned Board or Committee Meeting also.

Special remuneration of Directors performing extra services and re-

imbursement of expenses

102. 1) If any Director be called upon to perform extra services or special exertions of efforts (which expression shall include work done by a Director as a Member of any committee, formed by the Directors) the Board may arrange with such Director for such special remuneration for extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board with the sanction of the company in General Meeting and with the consent, if any required, of the Central Government and such remuneration may be either addition to or substitution for this remuneration above provided.

2) The board may allow and pay to any Director who is not a bonafide resident of the place where the meeting of the Board is held and who shall come to such place or the purpose of attending a meeting, such sum as the Board may

consider fair compensation for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified; and if any Director be called upon to go or reside out of the ordinary place of his residence on the company' business, he shall be entitled to be paid and reimbursed any traveling or other expenses, incurred in connection with the business of the Company.

Qualification of Directors

103. A Director shall require no share qualification.

Additional Director

104. The Board shall have power at any time and from time to time to appoint any other person as a Director as an addition to the Board but the total number of Directors shall not at any time exceed the maximum number fixed. Any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting of the Company and shall be eligible for re-election at such meeting.

Casual Vacancy

105. Any casual vacancy occurring in the Board of directors may be filled up by the Directors, and the person so appointed shall hold office upto the date on which the director in whose place he is appointed would have held office if it had not been vacated.

Alternate Directors

106. 1) The Board of Directors of the company may appoint Alternate Director, to act for a Director (here in after called in this clause "the Original Director") during his absence for a period of not less than three months from India.

2) An Alternative Director appointed under sub-clause (1) shall not hold office as such for a period longer than that permissible to the original "Director" in whose place he has been appointed and shall vacate office if and when the Original Director returns to India.

3) If the terms of office of the Original Director is determined before he so returns to India any provision for the automatic, re-appointment or retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.

Continuing Directors may act

107. The continuing Directors may act not-with-standing any vacancy in their body, but so that if the number falls below the minimum above fixed, the directors shall not except for the purpose of filling up vacancies, act so long as the number is below the minimum.

Vacation of office by Directors

108. 1) The office of a Director shall be vacated if;

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 adjudged an insolvent;
 - d) He is convicted by a court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months.
 - e) He fails to pay any call in respect of shares of the company held by him whether alone or jointly with others, within six months from the last date fixed for payment of the call unless the Central Government has by notification in the official gazette, removed the disqualification incurred by such failure;
 - f) He absents himself from three consecutive meetings of the Board 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 (whether by himself or by any person of his benefit or on his account) or any firm in which he is 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 acts, in contravention of Section 299 of the Act;
 - i) He becomes disqualified by an order of Court under 203 of the Act;
 - j) He is removed in pursuance of Section 284 of the Act;
 - k) Having been appointed a Director by virtue of his holding any office of other employment in the Company, he ceases to hold such office or other employment in the Company.
- 2) Notwithstanding any in sub-clause (c), (d) and (i) aforesaid, the disqualification referred to in those clauses shall not take effect;
- a) for thirty days from the date of the adjudication, sentence, or order;
 - b) where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence, or order until the 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 petitions 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.

Director my contract with Company

109. 1) Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company with a Director or with a Company or partnership of or in which any Director shall be a member or otherwise interested be avoided, nor shall any Director so contracting or being such members or so interested be liable to account to the Company of any profit realized by such contract or arrangement by reason only of such Director holding the Office or of the fiduciary relation there by established; but the nature of the interest must be disclosed by him or them at the meeting of the Board at which the contract or arrangement is determined, or if the interest then exists or in any other case at the meeting of the board after the acquisition of the interest.

Provided nevertheless that no Director shall take part in the discussion or vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so his vote shall not be counted, but he shall be entitled to be present at the meeting during the transaction of the business in relation to which he is precluded from voting although he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the company to give the Director or any of them any security by way of indemnity against any loss which they or any of them suffer by becoming or being sureties for the Company or to any contract or arrangement entered into or to be entered into with a public Company, or a private company which is a subsidiary of public company in which the interest of the Director aforesaid consists solely in his being a Director of such company and the holder of not more than shares of such number or value therein as is requisite to qualify him for appointments as a Director thereof he having been nominate as such Director by the Company.

- 2) A general notice that any Director is a director or a member of any specified company or is a member of any specified firm and is to be regarded as concerned or interested in any subsequent transaction which such company or firm shall as regards any such transaction be sufficient disclosure of the concern or interest under this Articles and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such company or firm.
- 3) A director may be or become, a Director or member of any company promoted by this company or in which this company may be interested as vendor, share holder or otherwise and no such Director shall be accountable to the company for any benefits received as a Director or member of such Company.

Rights of Directors

110. Except as otherwise provided by these Articles, all the Directors of the Company shall have in all matters equal rights privileges and be subject to equal obligations and duties in respect of the affairs of the Company.

RETIREMENT OF DIRECTORS

Rotation and Retirement of Director

111. 1) At the First Annual General Meeting after the adoption of these Articles, all Directors except the permanent director and the ex-officio directors, if any, shall retire from the office and at the Annual General Meeting of the Company in every subsequent year, one third of directors who are liable to retire by rotation for the time being or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office.
- 2) Permanent and Ex-Officio Directors shall not be liable for retirement by rotation.
- 3) The term Ex-Officio Directors means any technical, Special or Debenture director appointed under Article 136 below.

Retiring Directors eligible for re-election

112. A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a directors retires in the manner aforesaid may fill up the vacancy by appointing the retiring director or some other person thereto.

Which Director to retire

113. The Director to retire in every year shall be those who have been longest in office since their last election, but, as between persons who become directors on the same day, those to retire shall, unless they otherwise agree among themselves be determined by lot.

Retiring Directors to remain in office till successor's appointment

114. If at any General Meeting at which an election of Directors ought to take place, the place of any retiring Director is not filled up, and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned to the same day in the next week at the same time and place of if that day is a public holiday till the next succeeding day which is not a public holiday at the same time and place and if at the adjourned meeting also the place of the retiring Director is not filled up and the meeting also has not expressly resolved not to fill the vacancy then the retiring director whose place has not been so filled up shall be deemed to have been re-elected at the adjourned meeting, subject to the provisions of section 256 of the Act.

Power of General Meeting to increase or to reduce number of Directors

115. Subject to the provisions of Section 252, 255 and 259 of the Act the Company in General Meeting may increase or reduce the number of Directors and may also determine in what rotation the increase or reduced number is to retire.

Powers to remove Directors by ordinary resolution

116. Subject to the provisions of section 284 of the Act the company may by an ordinary resolution remove any Director before the expiration of his period of office and by an ordinary resolution appoint another person in his stead, the person so appointed shall be subject to retirement at the same time as if he had

become a Director on the day on which the Director in whose place he is appointed was last elected as Director.

Right of persons other than retiring Directors to stand for Directorship

117. A person not being a retiring Director shall be eligible for appointment to the Office of a Director at any General Meeting if he or some other member intending to propose him as Director has, not less than 14 days before the meeting left at the registered office of the company a notice in writing under his hand signifying his candidature for the office of the Director or the intention of such member to propose him as candidate for that office of the Directors, as the case may be, provided such person by himself or by his agent authorize in writing has signed and filed with the registrar a consent in writing to act as such Director.

PROCEEDINGS OF DIRECTORS

Meeting of the Board

118. 1) The Board may meet for the dispatch of business, adjourn and other-wise regulate the meetings, as they think fit, provided that meeting of the Board shall be held at least once in every three calendar months subject to the provisions of the Section 285 of the Act.

2) The secretary may as and when necessary, and shall on the requisition of the Director at any time summon a meeting of the Board.

Quorum

119. The quorum for a meeting of the Board shall be one-third of the total strength (any fraction contained in the 1/3 being rounded off as one) or two Directors whichever is higher, provided that where at any time the member of interested directors is equal to or exceeds two-thirds of total strength, the number of the remaining Directors, that is to say the number of the directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of resolution or meeting that is to say, the total strength of the board after deducting there from the number of Directors if any, whose place are vacant at that time. The term "interested Directors" means any directors whose presence cannot by reason of section 300 of the Act count for the purpose of forming a quorum at a meeting of the Board, at the time of the discussion or vote on any matter.

Question how decided

120. 1) Save as otherwise expressly provided in the Act, meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and directors by or under regulations of the Company for the time being vested is exercisable by the Directors generally and all questions arising at any meetings of the Board shall be decided by a majority of the Board.

In case of an equality of votes, the chairman shall have a second or casting vote in addition to his vote as a Director. Provided that the Chairman shall not have a casting vote at the election of Chairman of the Board.

Chairman

121. 1) The Directors may elect a chairman of their meeting and determine the period for which he is to hold office and unless otherwise determine the Chairman shall be elected annually.

2) The Directors may also likewise elect one of their members as Vice-Chairman to preside over their meeting, in the absence of the Chairman and determine the period for which he is to hold office and unless otherwise determine, the Vice-chairman shall be elected annually. The Vice-chairman shall in the absence of the Chairman, have all the powers conferred on the chairman by these Articles.

3) If no person has been appointed as Chairman under clause (1) above and/or vice-chairman under clause (2) above or, if at any meeting the chairman and the vice chairman are not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their member to be chairman of the meeting.

Committee

122. 1) The Board of Directors may, from time to time, appoint one or more committee consisting of one or more members of their body as the Body may deem fit.

2) The quorum of the committee may be fixed by the board and until so fixed if the committee is of a single member or two members the quorum shall be one and if more than two members it shall be two.

Election of the Chairman of meeting of the committee

123. If the chairman of the Board is a member of the committee, he shall preside over all meeting of the committee. If the chairman is not a member thereof, the committee may elect a chairman of its meetings, if no such chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the members of the committee present may choose one among them to be the chairman of the meeting.

Question how determined

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

2) Questions arising at any meeting of the committee shall be determined by the sole member of the committee or by a majority of votes of the members present as the case may be and in case of any equality of votes, the chairman shall have a second or casting vote in addition to his vote as member of the committee.

Acts done by the board or committee valid not-with-standing defective appointment etc.

125. All acts done by any meeting of the Board or of a committee thereof, or by any person acting as director shall not-with-standing that it may be afterwards discovered that there are some defects in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of

them were disqualified be a valid as if every such Director and such person had been duly appointed and was qualified to be Director.

Resolution by circulation

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

POWER AND DUTIES OF DIRECTORS

Power of Company vested in Directors

127. a) The business of the company shall subject to the provisions there of be managed by the Board of directors who may exercise all such powers of the Company as are not by the Act or any statutory modification thereof for the time being in force, or by those present required to be exercised by the Company in general meeting subject nevertheless to any regulation of these presents, to the provision of the said act, and to such regulation as being not inconsistent with the aforesaid regulation or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

b) Without prejudice to the generally of the powers conferred by the last preceding clause, and the other powers conferred by these presents it is hereby expressly declared that the Directors shall have the following power, that it is to say, power.

- 1) To carry on and transact the several kinds of business specified in clause III of Memorandum of Association of the Company.
- 2) To drawn, accept, endorse, discount, negotiate and discharges on behalf of the company all bills of exchange, promissory notes, cheques, hundies, drafts, railway receipts, dock warrants, delivery orders, Government promissory notes, other Government instruments bonds, debentures or debentures stock of corporations, local bodies, port trusts, improvement trusts or other corporate bodies and to execute transfer deeds, for transferring stocks, shares or stock certificates of the Government and/or local other corporate bodies in connection with any business or any subject to the company.
- 3) To acquire by purchase, lease, exchange or otherwise, land, estates, fields, buildings, office, showrooms, godowns and other buildings in India or elsewhere, machinery, engine, plant rolling stock, tools, machine tools, outfits, stores, hardware and any other materials of whatever description either for credit or for cash and present or future delivery.

- 4) At their discretion, 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 amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, or other securities may be specifically charged upon all or any part of the property of the company or not so charged.
- 5) To engage and in discretion to remove, suspend dismiss and remunerate bankers, legal advisers, accountants, cashiers, clerks, agents, commission agents, dealers, brokers, foremen, servants, employees of every description and to employ such professional or technical or skilled assistants as from time to time may in their opinion be necessary or advisable in the interest of the company as from time to time may in their opinion be necessary or advisable in the interest of the company and upon such terms as to duration of employment, remuneration or otherwise and may require security in such instances and to such amounts as the Directors think fit.
- 6) To secure the fulfillment of any contracts or agreement entered into by the company, by mortgage or charge of all or any of the property of the company or in such other manner as they may think fit.
- 7) To institute, conduct, defend, compound or abandon any actions suits and legal proceeding by or against the Company or its Officers or otherwise concerning the affairs of the Company and also to compound or compromise or submit to arbitration the same actions, suits and legal proceedings.
- 8) To plan, develop, improve, cut down, process, sell or otherwise dispose of the products of the company and to incur all expenses in this behalf.
- 9) To make and give receipts release and other discharge for money payable to the company and for the claims and demands of the company.
- 10) To determine who shall be entitled to sign on the company's behalf, bills of exchange, promotes, dividend warrants, cheques and other negotiable instruments, receipts acceptances, endorsements releases, contracts, deeds and documents.
- 11) From time to time to provide for the management of the affairs of the company in any specific locality in India or abroad in such manner as they think fit and in particular to appoint any person to be the attorneys or agents of the company either abroad or in India with such owners including power to sub-delegate and upon such terms as may be thought fit.
- 12) To invest and deal with and pay of the moneys of the company not immediately required for the purpose thereof upon such securities as they think fit.

- 13) To execute in the name and on behalf of the company in favor of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on.
 - 14) To give to any person employed by the company a commission on the profits of any particular business or transactions, or a share in the general profits of the company, and such commission or share of profits shall be treated as part of the working expenses of the company.
 - 15) From time to time make, vary and repeal by laws for the regulation of the business of the company, its officers and servants.
 - 16) 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 purposes of the company.
 - 17) To pay gratuities, bonus, rewards, presents and gifts, to employees or dependents of any deceased employees, to charitable institutions or purposes, to subscribe for provident funds, and other associations for the benefit of the employees.
- c) 1) The board shall exercise the following powers on behalf of the company only by resolution passed at a meeting of the Board.
- (i) Power make calls on share holders in respect of money unpaid of their shares;
 - (ii) Power to issue debentures;
 - (iii) Power to borrow moneys otherwise than on debentures;
 - (iv) Power to invest the funds of the company; and
 - (v) Power to make loans
- 2) The Board may by resolution passed at a meeting delegate to any committee of the Board, if any, powers specified in sub-clause (iii), (iv) and (v) of clause (1) above.
 - 3) Every resolution delegating the power set out in sub-clause (iv) of clause (1) above shall specify the total amount outstanding at any one time up to which the money may be borrowed by the said delegate.
 - 4) Every resolution delegating the power referred to in sub-clause (iv) of clause (1) above shall specify the total amount up to which the funds may be invested and the nature of investments which may be made by the delegate.

- 5) Every resolution delegating the power referred to in sub-clause (v) of clause (1) above shall specify the total amount up to which loans may be made by the delegate , the purposes for which the loans may be made and the maximum amount of the loan that may be made for each purposes in individual cases.

Appointment and powers of Managing Director / Whole-time Directors / Technical Directors

128. 1) Subject to the provisions of Section 269 ,198 and 309 and other provisions of the Act, the Board may appoint one among them as Managing Director, One or more of the Directors as Whole –time Directors or Technical Director or Technical Directors and upon such terms and conditions as they think fit. Mr.Santhosh J Karimattom shall be the permanent Managing Director and Mr.Sajan Joseph shall be a permanent whole time director of the Company until they resign on their own.
- 2) A Managing Director shall not , while he continues to hold that office, be subject to retirement by rotation, and shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or of in fixing the number of Directors to retire , but , (subject to the provisions of any contract between him and the Company) he shall be subject to the same provisions as act resignation and removal as the other Directors of the Company, and he shall, ipso facto and immediately cease to be Managing Director or Whole-time Director or Technical Director if he ceases to hold the office of Director from any cause .
 - 3) Subject to the provisions of the Act and to the general supervision and control of the Board , any Managing Director or Whole –time Director or Whole Time Directors or Technical Director or Technical Directors shall have the general direction , management and superintendent of the business of the Company with power to do all acts, matters and things deemed necessary ,proper or expedient for carrying on the business and concerns of the Company , including power to appoint ,suspend and dismiss officers, staff and workmen of the Company , to make and sign all contracts and receipts and to draw , accept endorse and negotiate on behalf of the Company all such Bills of Exchange , Promissory Notes , hundies , cheques ,drafts , Government promissory notes or other Government papers and other instruments as shall be necessary , proper or expedient for carrying on the business of the Company and to operate on the Bank Accounts of the Company and represent the Company in all suits and all other legal proceedings and to engage Solicitors , Advocates and other Agents and to sign the necessary papers, documents and instruments of authority to appoint agents or other attorneys and delegate to them such powers as the Managing Directors may deem fit and at pleasure, such powers to revoke and generally exercise all such powers and authorities as are not by the Companies Act for the time being in force or by these Articles expressly directed to be exercised by the Board of Directors or by the Company in General Meeting.

- 4) The Managing Director or Whole-time Director or Whole-time Directors or Technical Director or Technical Directors shall not exercise the powers to:
 - (a) make calls on shareholders in respects of money unpaid on their shares in the Company
 - (b) issue debentures and except to the extent mentioned in the resolution passed at the Board meeting under Section 292 of the Act, shall also not exercise the powers to :
 - (c) borrow moneys , otherwise than on debentures :
 - (d) invest the funds of the Company , and
 - (e) make loans
- 5) Technical Director or Technical Directors shall advise the Board on technical matters and perform such duties and shall exercise such powers as are assigned to him or them by the Board.
- 6) The Company shall not appoint or employ, or continue the appointment or employment of a person as its Managing or Whole-time Director or Technical Director who :
 - (a) Is an un discharged insolvent, or has at any time been adjudged on insolvent.
 - (b) Suspends , or has at any time , suspended , payment to his creditors , or makes , or has at any time made a composition with them or
 - (c) is, or has at any time been convicted by a Court of an offence involving more turpitude.

Legal Proceedings

129. Managing Directors or the secretary for the time being or any other person duly authorized by the Directors shall be entitled to make , give sign and execute all and every warrant to sue or defend on behalf of the Company , all and every legal proceedings and compositions or compromise , agreement, and submission to arbitration and agreement to refer on arbitration as may be requisite , and for the purpose aforesaid , the secretary or such other person may be empowered to use their or his own name on behalf of the Company , and they or he shall be saved harmless and indemnified out of the funds and property of the Company , from and against all costs and damages which they or he may incur or be liable to by reason of their or his name being so used as aforesaid.

Powers to delegate to Directors

130. Subject to the provisions of Section 292 of the Act and the other provisions of the Act, the Board may delegate from time and at any time to a Committee formed out of the Directors or to any Directors jointly or severally or to any

one Director , any of the powers , authorities and discretions for the time being vested in the Board and any such delegation may be made on such terms and subject to such conditions as the Board may think fit

Attorney of the company

131. The Board may appoint at any time and from time to time and from time to time by a power of attorney under the Company's seal any person to be the attorney of the company for such purposes and with such powers ,authorities and discretions not exceeding those vested in or exercisable by the board under the Articles and for such period and subject to such conditions as the Board may from time to time think fit, and any such appointment may if the Board think fit, be made in favor of the members , or any of the members of any firm or Company or the members ,director , nominee or manager of any firm or company or otherwise in favor or any fluctuating body of persons , whether nominated directly or indirectly by the Board and any such power of attorney may contain such provision for the protection or convenience of persons dealing with such attorney as the Board may think fit.

Duty to maintain Registers etc., and Record of Minutes

132. The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of the mortgages and charges affecting the properties of the company or created by it and to keeping a Register of the Directors and to sending to the Registrar annual list of members and summary of particulars of shares and stock and copies of special resolutions and such other resolutions of the Board as are required to be filed with Registrar under Section 191 of the Act and copy of the Register of Directors and notification of any changes therein.

Secretary

133. The Board shall have power to appoint as the Secretary a person fit in their opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as they may determine. The secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the directors.

Powers as to Commencement of Business of Branch of Business

134. Any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorized to be undertaken by the Company , may be undertaken by the Board at such time or times as they shall think fit and further may be suffered by them to be in abeyance whether such branch or kinds of business may have been actually commenced or not so long as the Board may deem fit expedient not to commence or proceed with such branch or kind of business.

BORROWING

Borrowing

135. 1) The Boars of directors may from time to time but subject to such consent of the company in general meeting as may be required under Section 293 of the Act raise any money or any moneys or sum of money for the purpose of the company provided that the moneys to borrowed by the Company apart from temporary loans obtained from the Company's apart from temporary

obtained from the Company's bankers in the ordinary course of business shall not without the sanction of the company at a general meeting exceed the aggregate of the paid-up Capital of the company and its free reserves that is to say reserve not set apart for any specific purpose and in particular , but subject to the provisions of Section 292 of the Act, the Board may from time to time their discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company , by the issue of debentures perpetual or otherwise including debentures convertible in to shares of any other company or perpetual annuities and in security of any such money so borrowed , raised or received mortgage , pledge or charge , the whole or any part of the property, assets , or revenue of the company present or future , including its uncalled Capital, by special assignment or otherwise , or to transfer or covey the same absolutely or in trust and to give the lender power of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities.

Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount up to which moneys may be borrowed by the Board of Directors

- 2) The Directors may by a resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors with in the limits prescribed.
- 3) Subject to the provisions of the above sub-clauses , the Directors , may from time to time , at their discretion , raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company at such time and in such manner and up on such terms and conditions in all respects as they think fit , and in particular by promissory notes, or by opening current accounts or by receiving deposits and advances with or without security , or by the issue of bonds , perpetual or redeemable debenture stock of the company charged up on all or any part of the property of the Company (both present and future) including , its uncalled capital for the time being , or by mortgage or charging or pledging any lands , buildings , goods or other property and securities of the Company or any such other means as to them may seem expedient.
- 4) Such debentures , debenture stock , banks or other securities may be made assignable free from any equities between the company and the person to whom the same expedient

Nomination of Directors

136. a) Notwithstanding anything in the contrary contained in these Articles , so long as any moneys shall be owing by the company to any financing Corporation or Body (herein after referred to as the Corporation) or so long as the Corporation holds any shares / debentures in the Company as a result of subscription or underwriting or conversion of loan / debentures in to equity capital of the company or so long as any guarantee given by the Corporation in respect of any financial obligation or Commitment of the Company remains outstanding the Corporation shall, pursuant to an agreement between it and the Company, have a right to appoint one or

more persons as director (s) on the Board of Directors of the Company (each such director also is hereinafter referred to as the Nominate Director) . The Nominated Director shall not be required to hold qualification shares and shall not be liable to retire by rotation. The corporation may at any time and from time to time remove the Nominated Director appointed by it and may , in the event of such removed and also in case of death or resignation of the Nominated Director appoint another in his place and also fill any vacancy which may occur as a result of the Nominated Director ceasing to hold office for any reason whatsoever . Such appointment or removal shall be made in writing by the Corporation and shall be delivered to the Company at its registered office . The Board of Directors of the Company shall have no powers to remove the nominated Directors from office. Each such nominated Director shall be entitled to attend all General Meetings , Board Meetings and meetings of the committee of which he is a member , and he and the Corporation appointing him shall also be entitled to receive notices of all such meetings. The nominated Directors shall be paid all remuneration , fees , allowances , expenses and other moneys to which other Directors are entitled.

- b) In particular the Board of Directors may at their discretion borrow or otherwise raise money for the purpose of the Company from the Central Government or any State Government or the Industrial Finance Corporation or any other Finance Corporation and for the purpose may empower or authorize them to appoint one or more individuals as Directors who shall not be liable for retirement by rotation.
- c) The Board of Directors may at any time appoint any suitable person as a Technical Director of the Company and thereupon such person shall not be liable for retirement by rotation and shall not be required to hold any qualification shares .The Board of Directors may determine the period for which such person shall hold office as such Technical Director either or till happening of any contingency or subject to any condition.
- d) The Director or Directors so appointment by or under a Mortgage Deed or Debenture Trust Deed or other bank or contract or authorization or by the Board as aforesaid shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such Mortgage Deed or Bond or Trust Deed or contract or authorization may contain such auxiliary provisions as may be arranged between the Company and Mortgage , Lender , the Trustee of Contracting party as the case may be and all such provision shall have effect notwithstanding any of the other provisions herein contained but shall be subject to the provisions of the Act.

Terms of Debentures Issue

137. Any such debentures , debentures–stock bonds or other securities may be issued at a discount , subject to provisions of the Act at premium or otherwise , and with any specials privileges as to redemption , surrender , drawings, allotment of Shares of the Company , or otherwise provided that debentures

with the right to allotment of or conversion in to shares shall not be issued except with the sanction of special resolution of the Company in General Meeting and subject to such approval of the Central Government as may be required.

Register of Mortgages

138. The Directors shall cause a proper register to be kept , in accordance with the Act, of all mortgages and charges specifically affecting the property of the Company: and shall duly comply with requirement of the Act in regard to the registration of mortgage and charges therein specified and otherwise.

Charge on uncalled Capital

139. If any uncalled capital of the Company is included in or charged by any mortgage or other security , the Board may, by instrument under the Company's seal , authorize the person in whose favor such mortgage or security is executed ,or any other person in trust for him , to make calls on the members in respect of such uncalled capital and the provisions herein before contained in regard to calls shall mutatis mutandis apply to such calls and the power to make such calls may be made exercisable either conditionally or unconditionally , and either presently or contingently and either to the exclusion of the Board's powers or otherwise , and shall be assignable if expressed so to be.

Subsequent Assignee of Uncalled Capital

140. Where any uncalled capital of the Company is charged , all persons taking any subsequently charge thereon shall take the same subject to such prior charge and shall not be entitled , by notice to the share holders or otherwise , to obtain priority over such other charge.

141. If the Directors or any of them or any other person shall become personally liable of the payment of any sum primarily due from the Company ,the Board 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 way of indemnity to secure the Directors or other persons so becoming liable as aforesaid from any loss in respect of such liability.

COMMON SEAL

Common Seal

142. The Directors shall provide a Common Seal for the purpose of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof.

143. The Common Seals shall never be used except by or under the authority of Directors or a Committee of the Directors previously given and in presence of one Director at least , who shall sign every instrument to which the Seal is fixed and every such instrument shall be countersigned by the Company Secretary or such other Officer or person as the Directors may from time to time resolve, provided that such countersignatures shall not be necessary where the instrument is in favor of the Managing Director or the Managing Director is a party to it.

144. The Company may exercise the powers conferred by Section 50 of the Act and such powers shall accordingly be vested in the Directors.

DIVIDENDS AND RESERVES

Right to Dividend

145. a) The Profits of the company (including capital profits) subject to any special rights relating thereto created or authorized to be created by these presents, and subject to the presents, as to the Reserve Funds shall be divisible among the members in proportion to the amount of capital paid-up on the shares held by them respectively on the last day of the year on account in respect of which such dividend declared and in the case of interim dividends on the close of the last day of the period in respect of which such interim dividend is paid.
- c) 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 Dividend

146. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the board.

Interim Dividend

147. The Board may from time to time pay to the members such interim dividends as appear to them to be justified by the profits of the Company.

Dividends to be paid out of profits only

148. No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 205 of the Act.

Reserve Funds

149. 1) The Board may before recommending any dividend set aside out of the profits of the company such sum as they think proper as reserve or reserve, which shall at the discretion of the Board, applicable for any purpose to which the profits of the Company may properly applied, including provision for meeting the contingencies or for equalizing dividends, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company as the Board may, from time to time think fit).
- 2) The Board may also carry forward any profits which they may think prudent not to divide with settling them aside as Reserve.

Method of Payment Of Dividend

150. 1) Subject to the rights of persons if any entitled to shares with special rights as to dividends, all dividends shall be declared and paid accruing to the amounts paid up or credited as paid up on the shares in respect where of the dividend is paid.

2) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of these regulation as paid on the share.

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

Deduction of Arrears

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

Adjustments of Dividends against calls

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

Payment by cheque or warrant

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

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

2) Every such cheque or warrant shall be posted within forty-two days from the date of declaration of dividend.

Receipt of Joint Holders

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

Dividends not to Bear Interest

155. No dividend shall bear interest against the company.

Transfer of shares not to Pass Prior Dividends

156. Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

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

Notice of Dividend

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

CAPITALISATION OF PROFITS

Capitalisation of Profits

158. 1) The company in General Meeting may on the recommendation of the Board, resolve.

- a) That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution: and
 - b) That such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
- 2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) below, either in or towards;
- i. Paying up any amount for the time being unpaid on any shares held by such members respectively;
 - ii. Paying up in full un issued shares of the company to be allotted any distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; and
 - iii. Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).
- 3) A share premium account and a capital redemption reserve account may for the purpose of this regulation only be applied in the paying up of the un issued shares to be issued to members of the company as fully paid bonus shares.
- 4) The Board shall give effect to resolutions passed by the company in General Meeting in pursuance of this article.

Power of Directors of Declaration of Bonus

159. 1) Whenever such a resolution as aforesaid have been passed the Board shall

- a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures, if any.
- b) Generally to do all acts and things required to give effect thereto.

2) The Board shall have full power:

- (i) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as they think fit, in the case of shares or debentures becoming distributable in fractions and also.
 - (ii) To authorize any person to enter on behalf of all the member entitled thereto into an agreement with the company providing for the allotment to them respectively credited as fully paid-up any further shares or debentures which they may be entitled upon such capitalization, or (as the case may require), for the payment of the company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized of the amounts or any part of the amounts remaining unpaid on their existing shares.
- 3) Any agreement made under the authority shall be effective and binding on all such members.

ACCOUNTS

Books of Accounts

160. 1) The board shall cause proper books of accounts to be kept in respect of sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchase of goods by the company, and of the assets and liabilities of the company.
- 2) If the company shall have branch office, whether in or outside India, proper books of accounts relating to the transactions effected at that office, shall be kept at that office, and proper summarized returns made upto date at intervals of not more than three months, shall be sent by the branch office to company at the Registered Office or other place in India the board think fit, where the main books of the company are kept.
- 3) Provided that all or any of the Books of accounts aforesaid may be kept at such other place in India, as the Board of Directors may decide and when the Board of Directors so decide the company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.
- 4) All the aforesaid books shall give a fair and true view of the office of the company or of its branch, as the case may be with respect to the matters aforesaid, and explain its transactions.

Inspection by Members

161. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books and documents of the company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspecting any accounts or books or documents of the company except as conferred by statute or authorized by the Board or by a resolution of the company in General Meeting.

Statement of Account to be Furnished to Annual General Meeting

162. The Board shall lay before each Annual General Meeting a profit and loss account for the financial year of the company and Balance Sheet made up as at the end of the financial year which shall be a date not preceding the day of the meeting by more than six months or such extended period of time as shall have been granted by the Registrar under the provisions of the Act.

Balance Sheet and Profit and Loss Account

163. 1) Subject to the provisions of Section 211 of the Act every Balance Sheet and Profit and Loss Account of the Company shall be in the forms set out in part I and II respectively of Schedule VI of the Act, or as near thereto as circumstances admit.

7) So long as the company is a Holding company having a subsidiary, the company shall conform to Section 212 of the act, and other relevant provisions of the Act.

8) If in the opinion of the Board any of the current assets of the company may not have on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

Authentication of Balance Sheet and Profit and Loss Account

164. 1) Save and provide in clause (2) below, every Balance Sheet and every Profit and Loss Account of the Company shall be signed on behalf of the Board of Secretary if nay, and by not less than two directors of the company including the Managing Director.

2) When only one director is for the time being in India the Balance Sheet and Profit and Loss account shall be signed by such Director in addition to the Secretary, and in such a case, there shall be attached to the Balance Sheet and the profit and loss account a statement signed by such director explaining the reason for non-compliance with the provisions of clause(1).

3) The Balance Sheet and Profit and Loss Account shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the auditors for their report thereon.

Profit and Loss account to be annexed and Auditor's Report to be attached to the Balance Sheet

165. The profit and loss account shall be annexed to the Balance sheet and the Auditors' Report including the Auditors' separate or supplementary report if any, shall be attached thereto.

Board's Reports to be attached to Balance Sheet

166. 1) Every Balance Sheet laid before the company in General Meeting shall have attached to it a report by the Board with respect to the state of company's affairs, the amounts, if any, which they propose to carry to any

Reserves in such Balance Sheet, and the amount, if any which they recommended to be paid by way of dividend, material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the balance sheet relates and the date of the Report.

2) The Report shall, so far as it is material for the appreciation of the state of the company's affairs by its members and will not in the board's opinion be harmful to its business or that of any of its subsidiaries, deal with any changes which have occurred during the financial year in the nature of the business carried on by them and generally in the classes of business in which the company has an interest.

3) The Board shall also give the fullest information and explanation in their report or in case falling under the provisions of section 222 of the act in an addendum to that report, on every observation, qualification or adverse remark contained in the Auditors' report.

4) The Board's report and addendum, if any, there to shall be signed by the chairman if he is authorized in that behalf by the Board, and where he is not so authorized, shall be signed by such number of directors, as are required to sign the Balance Sheet and Profit and Loss Account of the company under clauses (1) and (2) of Article 164.

5) The Board shall have the right to charge any person, not being a Director, with the duty of seeing that the provisions of clauses (1) to (3) of this Article are complied with.

Right of Members to copies of Balance Sheet and Auditor's Report

167. The Company shall comply with the requirements of section 219 of the Act.

ANNUAL RETURNS

Annual Returns

168. The company shall make the requisite annual returns in accordance with Sections 159 and 161 of the Act.

AUDIT

Accounts to be Audited

169. Every Balance Sheet and Profit and Loss Account shall be audited by one or more Auditors to be appointed as hereinafter set out.

Appointment of Auditors

170. 1) The Company at each Annual General Meeting shall appoint an Auditor or Auditors to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting, and every auditor, so appointed shall be intimated of his appointment within seven days and every auditor, so appointed unless he is a retiring auditor, shall within 30 days of the receipt from the Company of the intimation of his appointment, inform the Registrar of Companies in writing that he has accepted or refused to accept the appointment.

- 2) At any Annual General Meeting a retiring Auditor by whatsoever authority appointed, shall be re-appointed unless
 - a) he is not qualified for re-appointment,
 - b) he has given the company notice in writing of his unwillingness to be re-appointed;
 - c) a resolution has been passed at the meeting appointing somebody instead of him or providing expressly that he shall not be re-appointed;
 - d) where notice has been given of an intended resolution to appoint some person or persons in the place of retiring Auditor, and by reason of the death, incapacity or disqualification of that person or any or all of those persons as the case may be there solution cannot be proceeded with.
- 3) Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person fill vacancy.
- 4) The company shall, within seven days of the Central Government's power under clause (3) becoming exercisable, give notice of that fact to that Government.
- 5) The Board may fill any causal vacancy in the office of an Auditor's so however that while any such a vacancy continues, the remaining Auditors (if any) may act but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.
- 6) A person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 190 of the Act and Company shall send a copy of the such section 190 of the Act and company shall send a copy of the such notice to the retiring Auditor and shall give notice thereof to the members in accordance with section 190 of the Act and all the other provisions of Section 225 of the Act shall apply in the matter. The provisions of this clause shall also apply to a resolution that a retiring auditor shall not be re-appointed.
- 7) Any auditor may before the expiry of his term be removed from the office by the Company in General Meeting after obtaining the previous approval of the Central Government in that behalf.
- 8) The persons qualified for appointment as Auditor shall be only those referred to in Section 226 of the Act.

Audit of Branch office of the Company

171. The Company shall comply with the provisions of section 228 of the Act in relation to the audit of the accounts of branch offices of the company.

Remuneration of Auditors

172. The Remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any auditors appointed to fill any causal vacancy may be fixed by the Board.

Rights and Duties of Auditors

173. 1) Every auditor of the company shall have right to access at all times to the books and accounts and voucher of the company and shall be entitled is required from the Directors and officers of the Company such information and explanation as may be necessary for the performance of his duties as Auditor.

2) All notices of, and other communications relating to, any General Meeting of the Company which any member of the Company is entitled to have sent to him, shall also be forwarded to the Auditor and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.

3) The Auditors shall make a report to the members of the company on the accounts examined by him and on every Balance Sheet and Profit and Loss Account and on every other documents declared by this Act to be part of or annexed to the Balance Sheet or Profit and Loss Account, which are laid before the company in general meeting during his tenure of office and the report shall state whether, in his opinion and the best to his information and according to the explanations given to him, the said accounts give the information required by this Act in the manner so require and give a true and fair view:

- i) In the case of the Balance Sheet of the state of the company's affairs as at the end of its financial year, and
- ii) In the case of the Profit and Loss Account, of the profit or loss for its financial year.

4) The Auditor's Report shall also state :

- a) Whether he has obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit.
- b) Whether, in his opinion, proper books of accounts as required by law have been kept by the Company so far as appears from his examination of those books, and proper returns adequate for the purpose of his audit have been received from branches not visited by him.

- c) Whether the report on the accounts of any branch office audited under Section 223 of the Act by a person other than the Company's auditor has been forwarded to him as required by clause (c) of sub-section (3) 228 of the Act and how he has dealt with the same in preparing Auditors' Report; and
 - d) Whether the Company's Balance Sheet and Profit and Loss Account dealt with in the Report are in agreement with the books of accounts and returns.
- 5) Where any of the matters referred to in items (i) and (ii) of sub-clause (3) above or in items (a), (b), (c) and (d) of Sub-clause (4) above is answered in the negative or with a qualification the Auditor's Report shall state the reason for the answer.
- 6) The accounts of the company shall not be deemed as not having been and the Auditor's Report shall not state that these accounts have not been, properly drawn up on the ground merely that the Company has not disclosed certain matters if:
- a) Those matters are such as the company is not required to disclose by virtue of any provisions contained in Companies Act or any other Act.
Or
 - b) Those provisions are specified in the Balance Sheet and Profit and Loss Account of the Company.
- 7) The Auditor's Report shall be read before the company in General Meeting and shall be open to inspection by any member of the company.

Accounts when audited and approved to be conclusive except as to errors discovered within three months

174. Every Account of the Company 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 shall hence-forth be conclusive.

SERVICE OF DOCUMENTS AND NOTICE

Service of documents on the Company

175. A document may be served on the company or on any officer thereof by sending it to the company or officer at Registered Office of the Company by Post under a certificate of posting or by registered post, or by leaving it at the Registered Office.

How Documents are to be served on Members

176. 1) A document (with expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order, judgment or any other documents in relation to or in the winding of the Company) may be served or sent by the company or to any member either personally or by

sending, it by post to him to his registered address, if any, within India supplied by him to the Company for the giving of notices to him.

2) All notices shall with respect to any registered shares to which persons are jointly entitled jointly be given to whichever of such persons is named first in the Register and notice so given shall be sufficient notice to all the holders of such shares.

3) Where a document is sent by post, service thereof shall be deemed to be effected by properly addressing, preparing and posting a letter containing the document, provided that where a member has intimated to the Company in advance that the document should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the company a sum sufficient to defray the expenses of doing so service of the document shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;

- i) in the case of a notice of a meeting at the expiration of forty eight hours after the letter containing the notice is posted; and
- ii) in any other case, at time at which the letters would be delivered in the ordinary course of post.

Members to notify address in India

177. Each registered holder of shares shall from time to time notify in writing to the Company some place in India to be registered as his address and such registered place of address for all purposes be deemed to be his place of residence.

Service of Members having no registered address in India

178. If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notice to him a document advertised in a newspaper circulating in the neighborhood of the registered office of the company shall be deemed to be duly served on him on the day on which the advertisement appears.

Service on persons acquiring shares on death or insolvency of member

179. A document may be served by the company on 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 to representatives of the deceased, or assignees of insolvent or by any like description at the address (if any); in India supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred).

Persons entitled to notice of General Meeting

180. Subject to the provisions of the Act and these Articles, notice of General Meetings shall be given:

- a) to the members of the company as provided by Article 73 in any manner authorized by Articles 182 and 183 as the case may be or as authorized by the Act;
- b) to the persons entitled to a share in consequence of the death or insolvency of a member as provide by Article 170 or as authorized by the Act;
- c) To the Auditor or Auditors for the time being of Company, in any manner provided by Article 184 as authorized by the Act in the case of any member or members of the Company.

Advertisement

181. Subject to the provision of the Act any document required to be served or sent to the members or any of them by the company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised once in a newspaper circulating in the neighborhood of the registered office of the company.

Members bound by documents given to previous holders

182. Every person who by the operation of law, transfer or other means whatsoever, shall become entitled to any shares, shall be bound by every document in respect of such share which, previously to his name and address being entered on the Register, shall been duly served on or sent to the person from whom he derives his title to such shares.

How notice to be signed

183. Any notice to be given by the company shall be signed by the secretary or by such director or officer as the Board may appoint. The signature to any notice to be given by company may be written or printed or lithographed.

AUTHENTICATION OF DOCUMENTS

Authentication of documents and proceedings

184. Save as otherwise expressly provided in the act or these Articles a document or proceeding requiring authentication by the company may be signed by the secretary of a director, or by any authorized officer of company and need not be under its seal.

WINDING UP

185. Subject to the provisions of the Act as to preferential payment, the assets of the company shall on its winding up, be applied in satisfaction of its liabilities paripassu and subject to such application shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.

Division of assets of the Company in specie among members

186. If the company shall be wound up whether voluntarily or otherwise the liquidator may with the sanction of a special resolution, divide among the contributories in specie or kind any part of the assets of the company and may with the like sanction vest any part of the assets of the company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidators with the sanction shall think fit. In case any shares to be divided as aforesaid involve a liability to calls or otherwise any persons entitled under such a division to any of the said shares may within ten days after the passing of the special resolution, by notice in writing, direct the liquidators to sell his proportion, and pay him the net proceeds, and the liquidators shall, if practicable act accordingly.

INDEMNITY AND RESPONSIBILITY

Right of Directors and other to indemnity

187. 1) Subject to the provision of section 201 of the act every director, manager, secretary and other officer employee of the company shall be indemnified by the company against, and it shall be duty of the directors out of the funds of the company to any all costs losses and expenses (including traveling expenses) which any such director, officer or employee may incur or become liable to by reason of any contract entered into or deed done by him or in any other way in the discharge of his duties as such Director, officer or employee.

2) Subject as aforesaid every Director, Manager, Secretary, or other officer or employee of the company shall be indemnified against any liability incurred by them in defending any proceeding whether civil or criminal in which judgment is given in their or his favour or in which they or he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is given to them or him by the court.

Not responsible for acts of others

188. 1) Subject to the provisions of section 201 of the Act no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other director or for jointing in any receipts or other act for the sake merely of conformity, for any loss or expenses happening to the company through insufficiency or deficiency of title to any property acquired by the order of the Director for on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any money of the company shall be invested or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment or oversight on his part for any other loss or damage or misfortune whatever which shall happen in the execution or the duties of his office or in relation thereto, unless the same happens through his own willful act or default.

2) Without prejudice to the generally of foregoing its is hereby expressly declared that any filing fee payable or any documents required to be filed with the Registrar of Companies or any other payment to be made to Registrar of Companies in respect of any Act done or required to be done for the

Company by an Director or other officer by reason of his holding the said officer shall be paid and borne by the Company.

Secrecy Clause

189. 1) No member shall be entitled to visit or inspect the companies works without the permission of the Directors or Security or to require discovery of any information respecting any detail of the company's trading or any matter which is or may be in the nature of a trade secret process or which may elate to the conduct of the business of the company to communicate to the public.

2) Every Director, manager, secretary, auditor, trustee, member of a committee, officer, servant, agent, accountant, or other person employed in the business of the company shall so required by the Board, before entering upon his duties or at any time during his time of office, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any matters which may come to his knowledge in the discharge of duties except when required to do so by the Board of Directors or by any General Meeting of a Court of Law and except so far as may be necessary in order to comply with any of the provisions contained in these Articles.

Sl. No.	Names and addresses, description and occupations of the subscribers	Signature of the subscriber	Signature, name, address, description and occupation of the witness
1.	SAJAN JOSEPH KARIMATTOM S/o. Joseph Karimattom, Karimattom, Muttambalom, Kottayam – 4 Business	Sd/-	<p style="text-align: center;">Sd/- M. SANICHAN MATHEW S/o. M M Mathew Kudakaseril Buildings, Kottayam – 686 002 Chartered Accountant</p>
2.	SANTHOSH J KARIMATTOM S/o. Joseph Karimattom, Karimattom, Muttambalom, Kottayam – 4 Business	Sd/-	
3.	ANNAMMA JOSEPH w/o. Joseph Karimattom, Karimattom, Muttambalom, Kottayam – 4 House Wife	Sd/-	
4.	SOBHA SAJAN w/o. Sajan Joseph Karimattom, Karimattom, Muttambalom, Kottayam – 4 House Wife	Sd/-	
5.	TOBY JOSEPH MALIAKAL S/o. Joseph Maliakal, Maliakal, North Parur Business	Sd/-	
6.	SAJINI TOBY MALIAKAL W/o. Toby Joseph Maliakal, North Parur House Wife	Sd/-	
7.	T. A. VIJAYAN S/o. Anthrappan, C/o. Karimattom House, Muttambalom, Kottayam – 4 Employment	Sd/-	

