

UNDER THE COMPANIES ACT 1956

[ : : ]

MEMORANDUM AND ARTICLES

OF

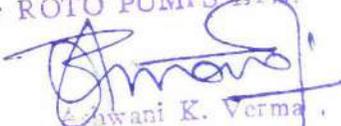
ASSOCIATION

OF

**ROTO PUMPS  
LIMITED**

[ : : ]

TRUE COPY  
For ROTO PUMPS LTD.

  
Gaurani K. Verma  
Company Secretary

PUBLIC COMPANY LIMITED BY SHARES

FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME  
COMPANY NO. 20-4152

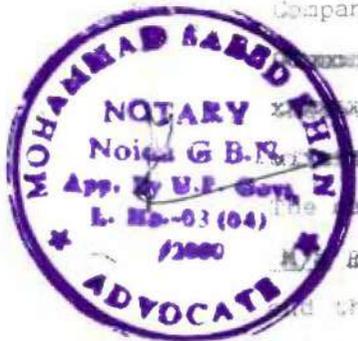
IN THE OFFICE OF REGISTRAR OF COMPANIES, U.P.,  
KANPUR.

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

In the matter of \_\_\_\_\_  
M/S ROTO PUMPS PRIVATE LIMITED.

I hereby certify that \_\_\_\_\_  
M/S ROTO PUMPS PRIVATE LIMITED.  
which was originally incorporated on 31st day of  
July 1975 under the Companies Act, 1956  
under the name Roto Pumps Private Limited.

\_\_\_\_\_ having duly passed Special Resolution  
on 16.12.93 in terms of Section 31/44(2)(b)  
Companies Act, 1956 ~~and the appropriate Certificate~~



\_\_\_\_\_ the name of the said company is this day ~~changed~~ converted to  
ROTO PUMPS LIMITED.

and this certificate is issued pursuant to Section 31/44(2)(b)  
~~of~~ of the said Act.



Given under my hand at Kanpur this 22nd day of December  
(ONE THOUSAND NINE HUNDRED NINETY) Three.

(O.N. RANKS)  
ASSTT. REGISTRAR OF COMPANIES, U.P.  
KANPUR.

**TRUE COPY**

No. 4152 /RC/ \_\_\_\_\_

Dated 22.12.93

To

M/s ROTO PUMPS LIMITED.

C-6, Panki Industrial Area, Kanpur

**Attested Signature**

M. Saeed Khan  
**M. SAEED KHAN**  
**NOTARY, G.B. NAGAR**

For ROTO PUMPS LTD.  
Abirani K. Verma  
Company Secretary

1 JUN 2013

FRESH CERTIFICATE OF INCORPORATION

CONSEQUENT ON CHANGE OF NAME

COMPANY NO. 20-4152

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

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

In the matter of \_\_\_\_\_  
M/S ROTO PUMPS AND HYDRAULICS PRIVATE LIMITED.

I hereby certify that \_\_\_\_\_  
M/S ROTO PUMPS AND HYDRAULICS PRIVATE LIMITED.  
which was originally incorporated on 31st day of  
July 1975 under the Companies Act, 1956  
under the name ROTO PUMPS AND HYDRAULICS PRIVATE LIMITED.

\_\_\_\_\_ having duly passed 'Special Resolution  
on 21.08.1993 in terms of Section 21 of the  
Companies Act, 1956 and the approval of the Central  
Government signified in writing having been accorded  
thereto in the letter No. 2038 /4152 dated 27.08.93  
of the Registrar of Companies, Uttar Pradesh, Kanpur.  
The name of the said company is this day changed to  
M/S ROTO PUMPS PRIVATE LIMITED.

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



Given under my hand at Kanpur this 27th day of August  
(ONE THOUSAND NINE HUNDRED NINETY) Three.

( R.D. KURTEL )  
REGISTRAR OF COMPANIES, U.P.,  
KANPUR.

No. 4152 /RC/ \_\_\_\_\_

Dated 27.08.93

To

M/s Roto Pumps Private Limited.  
C-6, Panki Industrial Area,  
Kanpur.

**UNDER THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ROTO PUMPS LIMITED**

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This DEED OF COPARTNERY made and entered the Sixteenth day of July, 1975, between:-

- (1) RAM RATAN GUPTA, s/o. Lala BUDHU LAL, r/o. 7/188, Swaroop Nagar, Kanpur of the First Part;
- (2) NAND KISHORE GUPTA, s/o. Shri RAM RATAN GUPTA, r/o. 7/188, Swaroop Nagar, Kanpur of the Second Part;
- (3) HARISH CHANDRA GUPTA, s/o. Shri RAM RATAN GUPTA, r/o. 7/188, Swaroop Nagar, Kanpur, of the Third Part;
- (4) RUKMANI GUPTA, w/o. Shri RAM RATAN GUPTA, r/o. 7/188, Swaroop Nagar, Kanpur, of the Fourth Part;
- (5) KUSUM GUPTA, w/o. Shri RAMESHWAR PRASAD GUPTA, r/o. 7/188, Swaroop Nagar, Kanpur, of the Fifth Part;
- (6) ASHA GUPTA, w/o. Shri NAND KISHORE GUPTA, r/o. 7/88, Swaroop Nagar, Kanpur, of the Sixth Part;

and

- (7) NEERA GUPTA, w/o. Shri HARISH CHANDRA GUPTA, r/o. 7/188, Swaroop Nagar, Kanpur, of the Seventh Part.

WHEREAS the parties hereto have been carrying on copartnership business under the name and style of "ROTO PUMPS & HYDRAULICS" with its H. O. at 7/188, Swaroop Nagar, Kalpana, KANPUR and Factory at 162-8, Co-operative Industrial Estate, Kanpur.

AND WHEREAS all the parties hereto for the smooth working and better efficiency in management and improvement of the said business have agreed that the members of the said partnership or joint Stock Company (having its

meaning as defined by Sec. 566 of the Companies Act, 1956) will abide by and be subject to the declarations and regulations contained in the Memorandum and Articles of Association following.

AND WHEREAS the said Copartnership or joint stock company has for its assets, inter alia the premises and business carried on under the name and style of "ROTO PUMPS & HYDRAULICS" with its Head office at 7/188, Swaroop Nagar, Kalpana, Kanpur and factory at 162-8, Co-operative Industrial Estate, Kanpur, which include the properties mentioned in Schedule hereto (which properties are hereinafter described at the said properties.)

AND WHEREAS the shares of the parties hereto in the said copartnership or joint stock company (including the said assets) are as follows:-

S. No.	Name	Extent of Shares in the Capital / properties and Profits	No. of Equity Shares of Rs. 100/- each	Distinctive Numbers
1.	Ram Ratan Gupta	64/100th	3840	1 to 3840
2.	Nand Kishore Gupta	16/100th	960	3841 to 4800
3.	Harish Chandra Gupta	16/100th	960	4801 to 5760
4.	Rukmani Gupta	1/100th	60	5761 to 5820
5.	Kusum Gupta	1/100th	60	5821 to 5880
6.	Asha Gupta	1/100th	60	5881 to 5940
7.	Neera Gupta	1/100th	60	5941 to 6000

NOW THIS INDENTURE WITNESSETH that each of the parties hereto respectively, so far as it relates to the acts and deeds of himself/herself, his/her representatives, heirs, executors and administrators both hereby covenant with each of the others of them respectively, as far as it relates to the acts and deeds of himself/herself and his/her respective representatives heirs, executors and administrators and also as a separate covenant with each of the others of them, that the several persons and parties hereto respectively and the several other persons, if any, who shall become members of the Company in the manner hereinafter mentioned, shall, whilst holding shares in the capital of the Company in the manner hereinafter mentioned, shall, whilst holding shares in the capital of the Company be and continue (until dissolved under the provisions in that behalf hereinafter continued) to be a joint stock company under the name and style hereinafter specified and that such Company and the members thereof shall be subject to the declarations and regulations contained in the Memorandum and Articles of Association following.

#### MEMORANDUM OF ASSOCIATION

- I. The name of the Company is ROTO PUMPS LIMITED.

- II. The Registered Office of the Company, 'after registration, shall be situated in the State of Uttar Pradesh.
- III. The objects for which the Company is established are:
- A. MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
- (1) To acquire and take possession of the business and the undertaking with all its movable and immovable properties (including actionable claims) and all other assets, rights, titles, belonging to or held by the parties hereto in connection with the business carried on by them in partnership under the name and style of "ROTO PUMPS & HYDRAU LICS" as aforesaid and to undertake and discharge all the liabilities in respect of any debt or obligation incurred or any contract entered into by, with or on behalf of the aforesaid partnership.
  - (2) To manufacture, produce, fabricate, alter, convert, assemble, purchase, sell, import, export, supply, let on hire, repair and deal in all types of pumps, electric motors, starters, machine tools, transformers, generating sets, engines, plants, machineries, agricultural implements, equipments and other engineering products used for industrial, mining, commercial, agricultural, domestic or for any other purposes.
  - (3) To manufacture, produce fabricate, alter, convert, assemble, purchase, sell, import, export, supply, repair and deal in all types of spare parts, accessories, appliances, ancillaries, tools and implements, instruments, structures, and other engineering products used in pumps, electric motors, starters, plants, machineries, transformers, generating sets, engines, agricultural implements and other equipments and to add to the above the manufacture of any other articles, or the carrying of any other business, or the use of any other goods relating to the above items.
  - (4) To carry on the business of photographers, film processors, printers, developers, dealers, exhibitors, Merchants, manufacturers, buyers, sellers importers, exporters, of photographic goods, equipments, plant & Machinery, appliances, drawing, Colouring & printing materials, lenses, cameras, glasses, papers, woodwork pictures, films, frames, chemicals, camera accessories, albums and other articles or preparation of all kinds and descriptions.
  - (5) To carry on the business of iron founders, iron masters, fabricators, iron manufacturers, iron & steel converters, steel makers, steel rollers and forgers, steel manufacturers, tool makers, tin plate makers, brass founders, smelters, boiler makers, millwrights, smiths, machinists, mineral processors, woods workers, painters, metallurgists, printers, electrical engineers, mechanical engineers, civil engineers, engineering and manufacturing consultants, structural contractors, builders, carriers, transporters, merchants, contractors, metal workers, metal moulders, ferrous and non-ferrous metal founders, electroplaters & metal finishers.
  - (6) To buy, sell, manufacture, imports, export, deal in all such plants, machineries, machine tools, equipments, components, raw materials, stores, packing materials as are necessary and expedient for the manufacturing, producing, fabricating, altering, converting, assembling, repairing and dealing in any of the aforesaid or their allied items.

- (7) To carry out the business of consulting designers, engineers, preparing project reports, planning, designing and fabricating of all types of pumps, pipe work and hydraulic systems.

**B ANCILLARY AND INCIDENTAL OBJECTS:**

The objects incidental or ancillary to the attainment of the main objects are:

- (1) To form, promote, or help in forming or promoting any other concern and to hold shares and invest funds in other companies or concerns with objects similar to from its own.
- (2) To possess, acquire, purchase, transfer, sell or apply for any patents, copyrights, mechanical devices, projects, contrivances, brevets and inventions, trademarks, trade names, licences, concessions or any secret or other information as to any invention or device which may seem capable of being used for the purposes of the Company or the acquisition of which or the sale of which, as the case may be, may seem to benefit the Company.
- (3) To expend money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information (of the Company) or which the Company may acquire or propose to acquire.
- (4) To experiment and to incur expenses necessary for the purpose with a view to improve on the present method and process of working the several business which the Company is authorised to carry on, and to carry on research for improving, developing or effecting economy and greater efficiency in the processes for the production, manufacture and working or trading or dealing in the various substances, materials, and articles and things, or with any of the business for which the Company is established.
- (5) To purchase, take on lease, acquire or otherwise take over the business of any concern, firm or company as a going concern on in any other way with all or some of the assets, liabilities, subsisting contracts, agreements, obligations from its present owners and to enter into such agreements with them which may be necessary in this respect.
- (6) To promote, organise or float any company for carrying on such business, which this Company is authorised to carry on and which is in the interest of the Company.
- (7) Subject to limitations imposed by Law, to invest the funds and moneys of the Company in any shares, stock, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any corporation, company or lawfully constituted body, sovereign, governmental, department municipality, public body, or authority and/or to invest the funds and the moneys of the Company in any immovable property, land or buildings, plant & machinery and to keep deposits with the Banks or other companies, firms, persons and to vary such investments in such manner as the Board of Directors of the Company may from time to time determine.
- (8) To open, operate any banking account in the name of the Company and to close any such account
- (9) To draw, make, accept, endorse, discount, execute, issue, negotiate and otherwise deal in negotiable instruments, quasi-negotiable instruments including bills of exchange,

promissory notes, cheques, hundies, bills of lading, warrants, and other negotiable or transferable instruments in connection with the Company's business.

- (10) To experiment, carry out on all types of research work with a view of improving, developing on, effecting economy and greater efficiency in the methods, design, working and manufacturing processes of various types of pumps, plants, machineries, electric motors and other products for which the Company is authorised and to incur expenses necessary for this purpose.
- (11) To borrow or raise money with or without security and/or to receive money on deposit either with or without security and to issue debentures of all types and conditions, simple or with a mortgage or charge, fixed or floating, perpetual or redeemable at a discount or at par or premium, as may be thought fit by the Board of Directors in their discretion and to charge the undertaking or the assets or any of the assets present or future of the Company including the uncalled capital of the Company but not on the reserved share capital.
- (12) Subject to compliance of Sec. 58A of the Act and other relevant provisions of law, to receive money's on deposits or loans for the business or the Company upon such terms as the Company may think fit.
- (13) To lend money to such persons, firms or companies on such terms as may seem expedient, and in particular to employees or ex-employees, customers and other having dealings with the Company, and to guarantee the performance of contracts by any such persons, firms or companies provided the Company shall not carry on any banking business as defined in the Banking Regulation Act, 1949.
- (14) To stand guarantors and to undertake all sorts of financing and guarantee business, but not so as to lend any money contrary to the provisions of Companies Act, 1956.
- (15) Subject to law of the land for the time being in force in the event of winding up to distribute among the members any properties or assets of the Company or any proceeds of sale or transfer or disposal or any property of the Company but not so as to cause any unauthorised reduction of share capital.
- (16) To grant licences, concession, special rights, in respect of any rights or assets or properties of the Company.
- (17) To sell away or dispose of the business or undertaking or any portion of the Business or undertaking of the Company as per the provisions of the Companies Act, 1956 or any other law for the time being in force in relation to affairs of limited companies.
- (18) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with, all or any part of the property and rights of the Company or such terms as the Company shall determine.
- (19) To enter into business relation of any lawful type and/or to enter into any arrangement for sharing of profit, union of interests, adventure, enterprise, risk co-operation, joint undertaking, partnership, reciprocal concession or in any other lawful manner with any

other concern, company, firm, individual or individuals carrying on any business or businesses or with objects similar to that of those of the Company or carrying on such business or businesses or with such object or objects, as may efficiently and conveniently be carried on with the business or businesses or object or objects of the Company, or with such object or objects or business or businesses or as may benefit directly or indirectly in any conceivable manner the business or any of the objects of the Company.

- (20) Subject to compliance of Sec. 391 to 394 of the Act, amalgamate or be merged or absorbed into or with any other company or companies with object or business or businesses similar to that of the Company.
- (21) To advertise and give publicity to the business and products of the Company in all legitimate and proper ways.
- (22) To undertake insurance of all articles dealt in by the Company.
- (23) To carry on any other trade or business or manufacturing, whatsoever as can in the opinion of the Company be advantageously or conveniently carried on by the Company or in connection with any of the Company's business or to develop any branch of Company's business or to increase the value of or turn to account any of the Company's property or rights.
- (24) To acquire and collaborate with any person firm or body whether incorporated or not in India or elsewhere technical information, know how processes engineering, manufacturing and operating data plans, layouts and blue prints useful for the design, erection and operation of plant required for the business of Company.
- (25) To acquire by purchase, exchange lease, hire purchase, instalment of otherwise any lands, buildings, plant & machinery and other fixed assets both movable and immovable required for the business of the Company.
- (26) To capitalise such portion of the profits of the Company as are not distributed among shareholders of the Company in the form of dividends and as the Directors of the Company may think fit subject to the consent of the shareholders in general meeting and with the sanction of the General Meeting of the shareholders to issue bonus share as fully paid up in favour of the shareholders.
- (27) To grant pensions, allowances, bonuses, gratuities to employees and ex directors and Managing Director, if any, and, to officers and Ex-Officers of the Company or its predecessors in business or to the dependent of such employees of ex-employees and to take over, establish and develop, endow or contribute to any plan scheme, arrangement or fund for any such purpose, or to any welfare funds, such as superannuation, sickness, provident fund, accident-fund or scheme, and to support or contribute to any charitable or other useful institutions, societies clubs, organisations, associations or funds and to subscribe, or guarantee money for or towards any national, charitable benevolent, publicity useful or otherwise useful purpose, object scheme, plan or for any exhibition unless prohibited by law.
- (28) To grant aid, scholarships, subsidy, loans, and make payment for advanced studies and for the training in or outside India to deserving persons or Company's employees in

connection with the business of the Company or in the interest or for furtherance of the Company's objects.

- (29) To send out to foreign countries employees, officers, directors or any other persons for investigating possibilities of any business, trade or for procuring and buying any machinery or establishing trade or in promoting the interest of the Company and to pay all expenses incurred in this connection.
- (30) To train or pay for the training in India or abroad of any of the Company's employees or any other candidates or persons not employees of the Company in the interest of or for furtherance of Company's objects.
- (31) Subject to the Companies Act, to sell, assign, transfer, exchange, lease, sub lease, mortgage or change rights, privileges or to mortgage, charge or pledge any of the properties of the Company, for such consideration as the Board of Directors of the Company may think fit and to improve and make more efficient or productive the business of the Company.
- (32) To buy such property or properties for and on behalf of the Company as the Board of Directors of the Company may think fit.
- (33) To develop and turn to account any land acquire by the Company or in which it is interested, and in particular by laying out and preparing the same for building purpose, constructing, altering, pulling down, decorating, maintaining, fitting up and improving building, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders tenants and others.
- (34) To appoint legal and technical advisers, bankers, and such other persons as employees, officers or agents or advisers of the Company as the Board of Directors may think fit and to pay out of the funds or the Company the necessary expenses for the same.
- (35) To build, erect, construct, furnish, equip, maintain, improve, acquire, on lease or rent any building, structure, edifice, halls, enclosure for the use of the Company its employees, or other persons connected with the affairs of the Company.
- (36) To payout of the funds of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion, formation, registration, floatation of the Company.
- (37) To establish and maintain agencies and branches in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies or partnership or as may be though desirable.
- (38) To exhibit products, models & other materials manufactured, sold or dealt in by the Company in trade fairs, exhibitions, exposition in India and Foreign countries and to defray and incur all expenses for the same.

- (39) To acquire agencies, Distributorship, stockistships from any manufacturers, sole selling agents or others of pumps, electric motors, starters, plants, Machineries, agricultural implements, transformers, generating sets, engines, rolling stock, equipments, engineering products, spare parts and accessories of all description on such terms and conditions at the Company may think fit for the attainment of the main objects.
- (40) To take part in the management, supervision or control of the business or operations of any company or undertaking or concern.
- (41) To join as members of association chambers of commerce, trade, delegations and take part in meetings, Symposiums, conferences, and seminars for promotion, discussion, representation of any subject or matter in which the Company is interested and to pay contribution and expenses in this connection.
- (42) To do, carry out and carry on with such other objects plans, schemes, things, as may be considered by the Board of Directors necessary, incidental or conducive to the fulfillment of the objects or any of the objects of the Company.

C. THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

- (1) To carry on the business as manufacturers and dealers of all kinds of rubber, raw rubber, reclaimed rubber, synthetic rubber, synthetic resins. P.V.C. and plastic goods, rubber goods, leather goods and generally with goods made wholly or partly from rubber, leather, plastics, P.V.C. and or from any combination of the same.
- (2) To manufacture, purchase, sell, import, export and deal in electric fans, room coolers, exhaust fans, cooling plants, electric switches & gears, wires, cables, flexible cords fuse wires, pipes, tubes and other electric equipments for domestic, industrial agricultural or commercial uses.
- (3) To carry on the business of traders, order suppliers, manufacturers representatives, importers, exporters, truck operators, carrier of goods, forwarding agents, commission agents, custom agents, warehousemen, storekeepers, transporters agents, brokers, sole selling agents, purchasing agents, distributors, commission agents, merchants stockist, representatives of companies, firms and individuals and generally to undertake, transact and execute all kinds of agency business.
- (4) To supply technical know-how in all the industrial and commercial fields.
- (5) To carry on the business of advertising agents and undertake publicity of every kind and description.

AND IT IS HEREBY DECLAR'ED THAT:

- (1) The objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.
- (2) The word 'Company' (save when used with reference to this Company) is this memorandum shall be deemed to include any partnership or other body or association of persons, whether incorporated or not and wherever domiciled.

- (3) The objects set forth in each of the several clauses of the paragraph (III) hereof shall have the widest possible construction and shall extend to any part of the world.
- (4) Nothing in this paragraph shall authorise the Company to do any business which may be fall within the purview of Banking Regulation Act, 1949 or the Insurance Act, 1938.
- IV. On the registration of the Company under the Companies Act, 1956 the liability of the members shall be Limited.
- V. The SHARE CAPITAL of the Company shall be ₹ 10,00,00,000 (Rupees Ten Crores only) divided into 10,00,00,000 (Ten Crores) equity shares of ₹ 1/- (Rupee One Only) each with power to increase, reduce, convert; sub-divide and consolidate the same and to issue any of the shares in the capital original or increased and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions, as regards dividends and repayments of capital as may be determined by or in accordance with the regulations of the Company with a power to vary, modify or abrogate any such rights, privileges or conditions in such manner as may, for the time being, be provided by the regulations of the Company and subject to the provisions of the Companies Act, 1956 and / or the Companies Act, 2013 including amendments thereto from time to time.\*

**\*Notes:**

*The Shareholders at their 39th Annual General Meeting held on September 29, 2014 vide Ordinary Resolution approved subdivision of 1 (One) Equity Share of the Company of the face value of ₹ 10/- (Rupees Ten Only) each into five Equity Shares of the Company of face value of ₹ 2/- (Rupees Two only) each fully paid.*

*The Shareholders at their 49th Annual General Meeting held on September 28, 2024 vide Ordinary Resolution approved subdivision of 1 (One) Equity Share of the Company of the face value of ₹ 2/- (Rupees Two Only) each into two Equity Shares of the Company of face value of ₹ 1/- (Rupees One only) each fully paid.*

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

Sl. No.	Name, Addresses Description and Occupation of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Name, Addresses Description & Occupation of Witnesses
1.	Ram Ratan Gupta S/o Late Lala Budhoo Lal 'Kalpana', Swaroop Nagar Kanpur [Industrialist]	3840 Equity Shares	Sd/-	Sd/- A. Kay Mehra 48, Chaman Lal Market, Gumti No.5 Kanpur.
2.	Nand Kishore Gupta S/o Shri Ram Ratan Gupta 'Kalpana', Swaroop Nagar Kanpur [Industrialist]	960 Equity Shares	Sd/-	
3.	Harish Chandra Gupta S/o Shri Ram Ratan Gupta 'Kalpana', Swaroop Nagar Kanpur [Industrialist]	960 Equity Shares	Sd/-	
4.	Smt. Rukmani Gupta W/o Shri Ram Ratan Gupta 'Kalpana' Swaroop Nagar, Kanpur [Business]	60 Equity Shares	Sd/-	
5.	Smt. Kusum Gupta W/o Shri Rameshwar Prasad Gupta 'Kalpana', Swaroop Nagar Kanpur [Business]	60 Equity Shares	Sd/-	
6.	Smt. Asha Gupta W/o Shri Nand Kishore Gupta 'Kalpana', Swaroop Nagar Kanpur [Business]	60 Equity Shares	Sd/-	
7.	Smt. Neera Gupta W/o Shri Harish Chandra Gupta 'Kalpana', Swaroop Nagar Kanpur [Business]	60 Equity Shares	Sd/-	

Dated the 16th day of July, 1975

## SCHEDULE

(Referred to in the preamble to the Memorandum of Association)

### DESCRIPTION AND PARTICULARS OF PROPERTIES

Pucca Factory shed and 3 storied stores and administrative Block built on leasehold plot admeasuring 1200 Sq yds, at 162-B, Co-operative Industrial Estate, Kanpur.

60 KVA Diesel Generating Set	1 No.
WMW Engine Lathe	1 No.
Imported Turret Lathes	3 Nos.
HMT Centre Lathes	3 Nos.
BECO Centre Lathes	2 Nos.
Imported Radial Drill	1 No.
WMW Horizontal Boring Machine	1 No.
TOS Universal Milling Machine	1 No.
Batliloi Vertical Milling Machine	1 No.
Imported Shaper	1 No.
Imported Gear Shaper	1 No.
Imported Surface Grinder	1 No.
Imported Gear Grinder	1 No.
MTC Tool and Cutter Grinder	1 No.
Riat Centreless Grinder	2 Nos.
Double Ended Grinder	2 Nos.
Flexable Shaft Grinders	1 No.
WMW Long Thread Miller	14 Nos.
Smithy and Portable Electric Tools	15 Nos.
Testing and Measuring Instruments	5 No.
Air Conditioners	28 Nos.
Ceiling and other Fans	2 Nos.
Type Writers	1 No.
Duplicator	1 No.
Kardex System	6 Nos.
Steel Almirah	10 Nos.
Office Tables	30 Nos.
Office Chairs	12 Nos.
Storage Racks	2 Nos.
Ambassador Cars	1 No.
Scooter	1 No.
Cycle	1 No.
Electronic Calculator	1 No.
Photo stat copier	1 No.
Postal Franking Machine	1 No.
Time Recorder	1 No.
Telephone	1 No.
Telex	

**UNDER THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**ROTO PUMPS LIMITED**

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**PRELIMINARY**

1. The regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956, shall not apply to the Company, but the regulations for the management of the Company and for observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers by the Company with reference to the repeal or alternation of, or addition to, its regulations by special resolution or otherwise as prescribed by the Companies Act, 1956, be such as are contained in these Articles.
2. (1) In the interpretation of these Articles, unless repugnant to the subject or context:-
  - "Act" means the Companies Act, 1956 or any statutory modification or re-enactment thereof for the time being in force.
  - "Articles" means these Articles of Association or as are from time to time altered by special resolution.
  - "Beneficial Owner" means a beneficial owner as defined in Section 2 of the Depositories Act, 1996.
  - "The Company" means ROTO PUMPS LIMITED.
  - "Depository Act" means Depositories Act, 1996 and includes any statutory modification(s) or re-enactment (s) thereof for the time being in force.
  - "Depository" Means a depository as defined in the Depository Act.
  - "The Directors" means the Directors for the time being of the Company, or as the case may be, the Directors assembled at a Board.
  - "Office" means the Registered Office for the time being of the Company and with respect to the keeping and inspection of registers, returns, and other matters mentioned in Section 163 of the Act, includes any other place or places, subject to a special resolution under the provisions of that Section.
  - "Paid" includes credited as paid.
  - "Register" means the register of members of the Company required to be kept under Section 150 of the Act and includes the register of beneficial owners maintained by a Depository under Section 11 of the Depository Act.

"Written" and "writing" includes printing, lithography, and other modes of representing or reproducing words in visible form.

- (2) Words importing the singular number include, where the context admits or requires, the plural number and vice versa and the words importing the masculine gender also include the feminine and neuter genders.
- (3) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.

## **CAPITAL**

3. The Authorised Share Capital of the Company shall be of such amount and be divided into such number of shares as mentioned in Clause V of the Memorandum of Association of the Company.
4. The Company shall have the power to issue preference shares which are or at the option of Company, are to be, liable to be redeemed and the Board of Directors may exercise such power in any manner they think fit.
  4. A The Company shall have the power, subject to the provisions of Section 79A of the Act and the guidelines as may be prescribed, to issue sweet equity shares of a class of shares already issued.
  4. B The Company shall have the power, subject to the provisions of the act and the guidelines as may be prescribed, to issue warrants or other securities convertible or nonconvertible into equity shares.
5. Without prejudice to the power conferred by these Articles and the Act, the Company shall have power to issue preference shares, whether redeemable or not, with the right to participation, whether fully or to a limited extent, in profits or surplus profits and in assets or surplus assets in winding up, subject to such terms, conditions, and limitations as the Company in general meeting or the Board of Directors may think fit; and the issue of any preference shares with any such participating rights shall not, unless otherwise expressly provided by the terms of issue, be deemed to constitute a variation of the rights of any other class or classes of shares.
- 6 (1) The Company shall have the power to issue preference shares which are, or at the option of the Company are liable to be redeemed and Board of Directors may, subject to the provisions of the Act, exercise such power in any manner they think fit.
  - (2) On the issue of redeemable preference shares the following conditions shall take effect:-
    - a) no such shares shall be redeemed except out of the profits of the Company. which would otherwise be available for dividend out of the proceeds of a fresh issue of shares made for the purpose of redemption ;
    - b) no such shares shall be redeemed unless they are fully paid;
    - c) the premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's shares premium account before the shares are redeemed;
    - d) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available of dividend, be transferred to a reserve fund to be called "the Capital Redemption

Reserve Account", a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 30 of the Act, apply as if the capital redemption reserve account were paid up shares capital of the Company.

7. All or any of the rights and privileges attached to shares of any class may, subject to the provisions of Section 106 and 107 and 107 of the Act, be varied, commuted, affected, dealt with or abrogated 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 of the holders of the issued shares of that class, and all the provisions hereinafter contained as to general meeting shall, mutatis mutandis apply to every such meeting, but so that the necessary quorum shall be two persons at least, holding or representing by proxy one-third of the issued shares of the class.
8. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
9. Subject to the provisions of these Articles, the shares shall be at the disposal of the Board of Directors who may allot or otherwise dispose of them to such persons on such terms and conditions and at such times as they think fit and with full power to give any person the option to call for or be allotted shares of any class of the Company either at a premium or at par or at a discount and for such time and for such consideration as the Board of Directors think fit, provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.
10. (1) The Company may at any time pay commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares or debentures in the Company, subject to the provisions of the Companies Act, 1956.  
  
(2) The Company may also, on any issue of shares, pay such brokerage as may be lawful.
11. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provisions of any plant, which cannot be made profitable for a lengthy period, the Company may pay interest, subject to the provisions of the Act, on so much of the share capital represented by such shares as is for the time being paid up and may charge the same to capital as part of the cost of construction of the works or buildings, or the provision of plant.
12. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof), of any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share or (except only as by these Articles or by law is otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

## SHARES AND CERTIFICATES

13. Any application signed by or on behalf of the applicant for shares in the Company, followed by the allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the register shall, for the purposes of these Articles, be a member.
14. (1) Every member shall be entitled without payment to receive within three months after allotment or within one month after the application for the registration of transfer of any shares, one certificate in respect of all the shares of each class registered in his name, unless the conditions of the issue of the shares otherwise provide. The certificate shall be in such form as the Board shall prescribe or approve and shall specify the name of the persons in whose favour the certificate is issued, the number of the certificates, the distinctive number of the share or shares to which it relates and the amount paid up thereon.
  - (2) Every share certificate shall be issued under the common seal of the Company, which will be affixed in the presence of ; (i) two Directors or persons acting on behalf of the Board of Directors under a duly registered power of Attorney, and (ii) either the Secretary or some other person appointed by the Board for the purpose; the two Directors or their attorneys and the Secretary or other person shall sign the share certificate provided that if the composition of the Board permits of it, at least one of the aforesaid Directors shall be a person other than Managing or wholetime Director.
  - (3) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithogra-phy, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment of other material used for the purpose.
15. For any further certificate the Board shall be entitled (but shall not be bound) to prescribe a charge not exceeding two rupees, provided that the Company shall not be bound to register more than four persons as the join holders of any share except in the case of executors or trustees of a deceased member and in respect of a share held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to anyone of the serval joint holders shall be sufficient delivery to all such holders. The Company shall not charge any fees for consolidation or sub-division of its shares into market unit of trading.
16. If there is no further space on the back of the share certificate for endorsement of transfer, or it be old, decrepit or worm out, it shall on request, be replaced by a new certificate, free of cost, but a renewal of certificate in the case of certificate torn through, defaced, destroyed or lost, shall be made on payment of such charge, not exceeding two rupees, as may from time to time be prescribed by the Board; Provided, however, that such new certificate shall not be granted except upon surrender to the Company of the torn, worn out or defaced or used up certificate for the purpose of cancellation, or upon proof of destruction or loss, and on such reasonable terms as to indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence as the Board may require in the case of the certificate having been destroyed, tron, lost or defaced beyond identification. Any renewed or duplicate certificate shall be marked as such.

17. The Company may issue such fractional certificate or coupons as the Board may approve in respect of any of the shares of the Company on such terms as the Board thinks fit as to the period within which the fractional certificates or coupons are to be converted into share certificates.
18. If any share stands in the names of two or more persons the persons first named in the register shall, as regards receipt of dividends, the service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except voting at Meetings and the transfer of the share, be deemed the sole holder thereof but the joint holders of the shares shall be severally as well as jointly liable for the payment of all the installments and calls due in respect of such share and for all incidents according to the Company's regulations.

#### **DEMATERIALISATION AND DEPOSITORY**

- 18A. Notwithstanding anything to the contrary contained in the Articles; the Company shall have the power to de-materialise or re-materialise, its shares / debentures and other securities (both existing and future) held by the Depository and to offer its shares / debentures and other securities for subscription / allotment in de-materialised form, pursuant to the Depository Act and the rules framed thereunder, if any.
- 18B. Every person holding any securities of the Company, through allotment or otherwise, shall have the option to receive and hold the same in the form of certificates or to hold the same with a Depository.
- 18C. All securities held with Depository, shall be de-materialised and the Depository shall hold the same for the Beneficial Owners thereof, in a fungible form. Nothing contained in Section 153, 153A, 153B, 187B, 187C and 372A of the Act, shall apply to a Depository in respect of the securities held by it on behalf of the Beneficial Owners.
- 18D. Every person holding securities of the Company, and whose name entered as Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The beneficiary of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities held by him in a Depository.
- 18E. Every person holding securities of the Company with Depository, being the Beneficial Owner thereof, may at any time, opt out of the Depository in the manner provided in the Depository Act and on exercise of such option and on fulfillment of the conditions and payment of the fees prescribed in Depository Act, the Company shall re-materialise the relevant securities and issue to the Beneficial Owner thereof, the requisite certificates of such securities.
- 18F. (1) The Company shall make available to the Depository, copies of the relevant records in respect of securities held by such Depository for the Beneficial Owner thereof.
- (2) When a holder or an allottee of securities opts to hold the same with Depository, the Company shall intimate such Depository, the details of his holdings or of securities and thereupon, the Depository shall enter in its record the names holders / allottees as the Beneficial Owners of such securities.
- 18G. The register and index of Beneficial Owners of the securities maintained by Depository

under Section 11 of the Depository Act, shall be deemed to be and forming part of the register and index of members or the holders of debentures or other securities of the Company.

- 18H. (1) Transfer of securities held in a Depository will be governed by the provisions of the Depository Act.
- (2) Every Depository shall furnish to the Company information about the transfer of the securities, the names of the Beneficial Owners, at such intervals and in such manner as may be specified under the provision of the Depository Act.
- (3) Section 108 of the Act shall not apply to transfer of security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of a Depository.
- 18I. A Depository shall be deemed to be the registered Owner for the purpose of effecting transfer of ownership of shares, debentures or other securities on behalf of Beneficial Owners and shall not have any voting rights in respect of shares, debentures or other securities held by it. The Beneficial Owners as per the register of beneficial owners maintained by a Depository shall be entitled to all rights including voting rights and benefits in respect of the securities held by him with the Depository.
- 18J. In case of transfer of shares, debentures and other marketable securities, where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form in a Depository, the Provisions of the Depository Act shall apply.
- 18K. Save as herein otherwise provided, the Company shall be entitled to treat the person, whose name appears in the register of members as the holder of any shares as also the Beneficial Owners of the shares in the records of the Depository, as the absolute owner thereof as regards receipt of dividend or bonus or service of notices and all or any other matters connected with the Company and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such shares on the part of any other person whether or not it shall have express or implied notice thereof.

#### **NOMINATION FACILITY**

- 18L. Notwithstanding anything contained in these Articles, every holder of shares in or debentures of the Company may, at any time, nominate in the prescribed manner, a person to whom his shares or debentures shall vest, in the event of his death, and the provisions of Section 109A and 109B of the Act shall apply in respect of such nomination.

#### **LIEN**

19. The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not ) called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that Article

12 hereof will have full effect . And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Board of Directors may at any time declare any shares wholly or in part to be exempt from the provisions of this clause.

20. The Company may sell in such manner as the Board may think fit any shares on which the Company has a lien but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
21. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he 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 proceedings in reference to the sale.
22. The net proceeds of the sale shall be received by the Company and shall be applied in or towards payments of such part of the amount in respect of which the lien exists as is presently payable and the residue (if any) shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the share on the date of sale.

#### CALLS

23. The Board of Directors may, from time to time, subject to the terms on which any shares may have been issued, make such calls as they think fit upon the members in respect of any moneys unpaid on the shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments of such amount and at such intervals as the Board of Directors may decide.
24. A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed. A call may be revoked or postponed at the discretion of the Board of Directors.
25. Not less than one month's notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.
26. The Board may, from time at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members whom (due to residence at a distance or other cause) the Board may deem fairly entitled to such extensions but no member shall be entitled to such extension save as a matter of grace and favour.
27. If a sum called in respect of a share is not paid before or on the date appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at eighteen percent

per annum, or at such lower or higher rate, if any, as the Board of Directors may determine. The Board of Directors shall be at liberty to waive payment of any such interest wholly or in part. Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him to the Company for call or otherwise.

- 28 (1) Any such call which by the terms of issue of a share becomes payable on allotment or any fixed date whether on account of the nominal value of the share or by way of premium shall, for the purpose of these Articles, be deemed to be a call made and payable on the date on which by the terms of issue such sums becomes payable.
- (2) In case of non-payment of such sum, all the relevant provisions of these Articles as to the payments of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
29. On the trial or hearing of any suit or proceeding brought by the Company against any member or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the members is or was, when the claim arose, on the register of the members of the Company as a holder or one of the holders of the number of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call, nor that quorum of Directors was present at the Board Meeting at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
30. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.
31. The Board of Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the money so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at eighteen percent per annum or at such lower or higher rate as the member paying such sum in advance and the Board of Directors agree upon. The member shall not, however, be entitled to participate in profits or to any voting rights in respect of the money so paid by him until the same would, but for such payments, become presently payable. The Board of Directors may at any time repay the amount so advanced upon giving to such members not less than fifteen days' notice in writing.

#### **FORFEITURE**

32. If any member fails to pay any call or instalment on or before the day appointed for the payment of the same, the Board of Directors may at any time thereafter, during such time as any part of the call or instalment remains unpaid, serve a notice on such member

requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of reason of such non-payment.

33. The notice shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and that, in the event of non-payments, the shares in respect of which the call was made, or instalment is payable, will be liable to be forfeited.
34. If the requirements of any such notice as aforesaid are not complied with, any shares in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture may include all dividends declared in respect of the forfeited shares and not actually paid before the date of forfeiture which shall be the date on which the resolution of the Board of Directors is passed forfeiting the shares.
35. Where any shares has been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in register, but no forfeiture, shall be in any manner invalidated by an omission or neglect to give such notice or make such entry as aforesaid.
36. A forfeited share may be sold, re-allotted or otherwise disposed of either to the original holder thereof or to any other person on such terms and in such manner as the Board thinks fit and at any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
37. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the Company all calls, installments, interest and expenses which at the date of forfeiture were presently payable by him to the Company in respect of the shares together with interest thereon from the time of forfeiture until payment at fifteen percent per annum, but his liability shall cease if and when the Company shall have received in full all such moneys in respect of the shares.
38. The forfeiture of a share shall involve extinction at the time of the forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
39. A duly verified declaration in writing that the declarant is a Director or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon 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 in reference to the forfeiture, sale or disposal of share.

40. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regular - ity of the proceedings or to the application of the purchase money, and after his name has been entered in the register in respect of such shares, the validity of sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be damages only and against the Company exclusively.
41. Upon any sale, re-allotment or other disposal under the provision of the Articles relating to lien, compulsory transfer or to forfeiture, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect. When any shares under the powers in that behalf herein contained are sold by the Board and the certificate in respect thereof has not been delivered to the Company by the former holder of such shares, the Board may issue a new certificate for such shares distinguishing it in such manner as it may think fit from the certificate not so delivered.

#### **SURRENDER**

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

#### **BUY-BACK OF SHARES**

- 42 A. Notwithstanding anything contained in these Articles, and in accordance with the provisions of Section 77A, 77AA and 77B of the Act, the Company may, when and if though fit by the Board of Directors, buy-back its own shares or securities.

#### **TRANSFER OF SHARES**

43. The instrument of transfer shall be in writing and all the provisions of Section 108 of the Companies Act, 1956, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof.
44. The Board of Directors may, without assigning any reason for such refusal, decline to register any transfer of shares. This Article shall apply notwithstanding that the proposed transferee may already be a member.

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

45. The Board of Directors may also decline to recognise any instrument of Transfer, unless:
- (a) the instrument of transfer is in proper form accompanied by the certificate of the shares to which it relates, or if no such certificate is in existence, by the letter of the allotment of the shares and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer, and

- (b) the instrument of transfer in respect of only one class of shares.
46. All instruments of transfer which shall be registered shall be retained by the Company but may be destroyed upon the expiration of eight years or such longer period as the Board of Directors may from time to time determine. Any instrument of transfer which the Board of Directors may decline to register shall be returned to the person depositing the same.
47. The transfer books and register of members may be closed during such time as the Board of Directors think fit, not exceeding in the whole forty-five days in each year and not exceeding thirty days at a time.

#### TRANSMISSION OF SHARES

48. On the death of a member the survivor or survivors where the member was a joint holder, and has legal representatives where he was a sole holder, shall be the only person or persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person. Before recognising any executor or administrator the Board of Directors may require him to obtain a grant of probate or letters of administration or other representation as the case may be, from a competent court in India, provided nevertheless that in any case where the Board in their absolute discretion think fit, it shall be lawful for the Board of Directors to dispense with the production of probate or letters of administration or other representation upon such terms as to indemnity or otherwise as the Board of Directors in their absolute discretion, may consider necessary.
49. (1) Any Committee or guardian of a lunatic or 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 of Directors and subjects as hereinafter provided, elect either:
- (a) to get registered himself as the holder of the share, OR
  - (b) to make such transfer of the share as the insane, deceased, liquidated, liquidated or insolvent member could have made.
- (2) The Board shall, in each case, have the same right to decline or suspend registration or transfer of shares as it would have had, if the insane, deceased or insolvent member had transferred the share before his lunacy, death or insolvency.
50. (1) If the Committee, guardian or 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 committee, guardian or person aforesaid shall elect to transfer the share, he shall testify such election by executing a transfer of the share.
- (3) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer aforesaid as if the notice or transfer were a transfer by that member.

51. A person becoming entitled to a share by reason of the lunacy, death or insolvency of the holder shall be entitled to the same dividends and other advantages to which the would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company, other than the right to vote in accordance with these Articles, provided always that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter, with-hold payment of all dividends or other mon- eys payable in respect of the shares, until the requirements of the notice have been complied with.
52. Where the Company has knowledge through any of its principal officers within the mean- ing of Section 2 of the Estate Duty Act, 1956, of the death of any member or debenture holder in the Company, it shall furnish to the Controller of Estate Duty within the meaning of the said section the prescribed particulars in accordance with the Act and Rules made thereunder; and it shall not be lawful for the Company to register the transfer of any shares or debentures standing in the name of the deceased unless the transferee has acquired such shares for valuable consideration or a certificate from the Controller is produced before the Company to the effect that the estate duty in respect of such shares or debentures has been paid or will be paid or that none is due, as the case may be.
53. The Company shall incur no liability whatsoever in consequence of its 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 of members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though, it may have been entered or referred to in some document or record of the Company; but the Company shall nevertheless be at liberty to regard and attend to any notice and give effect thereto if the Board shall think fit.
54. No member who shall change the name shall be entitled to recover any dividend or to vote or exercise any other right untill notice of the change of name be given to the Company in order that the same be registered.

#### **ALTERATION OF CAPITAL**

55. The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount as may be specified in the resolu- tion. Without prejudice to any special rights or privileges attached to any existing shares in the capital of the Company, the new shares may be issued upon such terms and conditions, and with rights and privileges annexed thereto, as the general meeting re- solving upon the creation thereof shall determine, and in particular such shares may be issued with preferential or qualified right to dividends and in the distribution of assets of the Company.
56. Where at any time it is proposed to increase the subscribed capital of the Company by allotment of further shares, then subject to the provisions of Section 81 of the Act, such

further shares shall be offered to the persons who, at the date of the offer, are holders of the ordinary shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid upon those shares at that date, and such offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined. 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 favour of any other person and the notice aforesaid shall contain a statement of this right. After the expiry of the time specified in the notice aforesaid, or on receipt of 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.

57. Except in so far as is otherwise provided by the conditions of issue of by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained with reference to the payment of calls and installments, forfeiture, lien, surrender, tranfer and transmission, voting and otherwise.
58. To Company in general meeting may:
- (1) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (2) sub-divide its share 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;
  - (3) cancel 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.
59. The Company may from time to time by special resolution reduce its capital and any capital redemption reserve account or share premium account in any manner for the time being authorised by law, and in particular (without prejudice to the generality of powers) capital may be paid off on the footing that it may be called up again or otherwise.
60. If owing to any inequality in the number of shares to be issued and the number of shares held by members entitled to the offer or allotment of such shares, or if owing to impracticability in consequence of the fractions involved in relation to an issue or alternation of capital, any difficulty shall arise in the apportionment of shares or otherwise howsoever, such difficulty shall, subject to any directions in the resolution creating the shares or otherwise altering the capital, be settled by the Board of Directors by the issue of fractional certificates or coupons, the making of cash payments, the vesting of any shares, certificates, coupons or cash in trustees, the ignoring or rounding off of fractions, or in such other manner, howsoever as the Board of Directors, with a view to adjusting the rights of all parties, may, in their absolute discretion, think expedient.

## GENERAL MEETINGS

61. (1) The Board may, whenever it thinks, fit, call an extra-ordinary general meeting and it shall do so upon a requisition in writing by such number of members as held, at the date of the deposit of the reacquisition, not less than one-tenth of such of the paid-up capital of the Company as at that date carries the right of voting in regard to the matter for consideration of which the meeting is requisitioned..
- (2) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director may call an extra-ordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.
62. The Board of Directors may in their absolute discretion, on giving not less than seven clear days' notice by advertisement in a newspaper or otherwise postpone or cancel any meeting or members except a meeting called pursuant to a member's requisition.
63. No general meeting, annual or extraordinary, shall be competent to enter upon, discuss or transact any business which has not been stated in the' notice upon which it was convened.
64. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and save as herein otherwise provided five members personally present shall be the quorum for a general meeting. A corporation being a member shall be deemed to be personally present if it is represented in accordance with Section 187 of the Act.
65. If within half an hour from the time appointed for holding a meeting of the Company a quorum is not present, the meeting shall stand dissolved, if called by requisitionists and in any other case, it shall be adjourned pursuant to the provisions of Section 174 (4) & (5) of the Act.
66. The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting, whether annual or extra-ordinary. If there be no such Chairman, or if any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act as Chairman, the Directors present shall elect one of their number to be Chairman and if no Director be present or if all the Directors present decline to take chair, then the members present shall elect one of themselves to be the Chairman, on a show of hands.
67. Whilst the Chair is vacant no business shall be discussed at any general meeting except the election of a Chairman.
68. The Chairman, with the consent of the meeting, may adjourn any 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. A poll demanded on a question of adjournment shall be taken forthwith. When a meeting is adjourned for thirty days or more, seven clear days' notice of the adjourned meeting shall be given specifying the place and the time of the meeting as in the case of an original meeting, but it shall not be necessary for such notice to

contain a statement of the business to be transacted or to annex thereto any statement of material facts. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted thereat.

69. In the case of any equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting or second vote.
70. Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands, been carried or carried unanimously or by a particular majority, or lost, and an entry to the effect in the books containing the minutes 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 favour of or against such resolution.
71. Except as provided in these Articles, if a poll is duly demanded it shall be taken either at once or at such time, not later than forty-eight hours from the time when the demand was made, and in such manner, whether by open voting, the use of lists, voting papers or tickets or otherwise, as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken immediately.
72. The demand for a poll, except on the questions of the election of the Chairman and of an adjournment, shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
73. (a) At any general meeting, a resolution put to vote at the meeting shall, unless a poll is demanded, be decided on a show of hands. Before or on declaration of the result of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than fifty thousand rupees has been paid-up. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
- (b) Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member entitled to vote and present in person or being a company present by a representative duly authorised shall have one vote and on a poll the voting right of every member entitled to vote and present in person (including a company present by a representative duly authorised) or by proxy shall be: -
- (i) in the case of such members being the holder of equity shares in proportion to his share of the paid up equity capital of the Company; and
  - (ii) in the case of such members being the holders of preference shares in the same proportion as the capital paid up in respect of preference shares bears to the total paid up equity capital of the Company and he shall have a right to vote only on resolutions placed before the Meeting which directly affect the rights attached to his preference shares.

74. A body corporate, which is member of the Company may by resolution of its Board of Directors or other governing body, authorise 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 member of the Company and the person so authorised shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were an individual member of the Company and the production of a copy of the minute of such resolution certified by one Director or the Secretary of such body corporate as being a true copy of the minute of such resolution shall be accepted as sufficient evidence of the validity of the said representative's appointment and of his right to vote.
75. Where there are joint registered holders of any share, anyone of such persons may vote at any meeting either personally or on a poll by proxy, in respect of such share, as if he were solely entitled thereto; and if more than one of such joint-holders be present at any meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands for the purpose of this Article be deemed joint-holders thereof.
76. Any person entitled under the Article relating to transmission of shares or transfer any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting as the case may be, at which he proposes to vote he shall satisfy the Board of Directors of his right to transfer such shares and give such indemnity (if any) as the Board of Directors may require or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
77. No member shall be entitled in respect of any share registered in his name to be present or to exercise any voting right on any question at any general meeting or be reckoned in a quorum whilst any call or other sum presently payable to the Company in respect of such shares shall remain unpaid or in regard to which the Company has, and has exercises, any right or lien.
78. No objections shall be raised as 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. Any such objections made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
79. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised by it.
80. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting, as the case may be, at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a general proxy shall be valid after the expiration of twelve months from the date of its execution.

81. No member present only by proxy, shall be entitled to vote on a show of hands.
82. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given; provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before commencement of the meeting at which the proxy is used.
83. On a poll taken at a meeting of Company, a member entitled to more than one vote, or his proxy, or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
84. Every member entitled to vote at a meeting of the Company or any resolution to be moved thereat shall be entitled, during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
85. If any such instrument of appointment be confined to the object of appointing a proxy it shall remain permanently or for such time as the Board of Directors may determine, in the custody of the Company; if embracing other objects, a copy thereof, examined with the original, shall be delivered to the Company to remain in its custody.
86. The Company's minutes of general meetings, if duly signed, shall be conclusive evidence of the proceedings recorded therein.

#### **DIRECTORS**

87. Until otherwise determined by the Company in general meeting the number of the Director shall not be less than three or more than twelve, including any Debentures Director.
88. The names of the First Directors of the Company shall be :
- (1) **Shri Ram Ratan Gupta**
  - (2) **Shri Nand Kishore Gupta**
  - (3) **Shri Harish Chandra Gupta**
89. A Director shall not be required to hold any qualification shares.
90. If it is provided by any trust deed securing or otherwise in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director or Directors of the Company, then in the case of any and every such issue of debentures the persons may exercise such power from time to time and appoint a Director or Directors accordingly. Any Director so appointed herein is referred to as a Debenture Director. A Debenture Director may be removed from office at any time by person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be liable to retire by rotation, but shall automatically cease to hold office as Director if and when the debentures are fully discharged.

91. The Board of Directors may appoint an alternate Director to act for a Director (hereinafter called "Original Director") during his absence for a period of not less than three months from the State in which meeting of the Board of Directors are ordinarily held. An alternate Director appointed under this Article shall not hold office as such for a period longer than that permissible to the Original Director and shall vacate office if and when the original Director returns to the State aforesaid. If terms of office of the original Director is determined before he so returns to the State aforesaid any provision for the automatic re-appointment shall apply to the Original Director and not to the alternate Director.
92. The Board of Director shall have power at any time, and from time to time, to appoint any person to be a Director either as an addition to the Board of Directors or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum strength fixed for the Board of Directors by the Articles. Any person so appointed as an addition to the Board of Directors shall hold office only up to the date of next Annual General Meeting. Any person appointed to fill a casual vacancy as aforesaid shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.
93. (a) Subject to the provisions of the Companies Act, 1956 and notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Financing Company or Body or Financial Corporation or Credit Corporation or Bank or any Insurance Corporation (each such financing Company or Body or Financial Corporation or Credit Corporation or Bank or any Insurance Corporation is hereinafter referred to as "Financial Institution") out of any loans granted by the Financial Institution to the Company or so long as the Financial Institution continues to hold debentures in the Company by direct subscription or private placement, or so long as the Financial Institution holds shares in the Company as result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Financial Institution on behalf of the Company remains outstanding, the Financial Institution shall have a right to apoint from time to time, its nominee(s) as a Director or Directors (which Director or Directors is/are hereinafter referred to as Nominee Director(s) on the Board of the Company and to remove from such office the Nominee Director/s so appointed, and on such removal and also in the case of death or resignation of the Nominee Director(s) so appointed at any time, appoint any other person/persons in his/their place(s) and also fill any vacancy which may occur as a result of such Director(s) ceasing to hold office for any reasons whatsoever. Such appointment or removal shall be made in writing on behalf of the Financial Institution appointing such Nominee Director(s) and shall be delivered to the Company at its registered office.
- (b) The Nominee Director(s) shall not be required to hold any qualifications shares in the Company to qualify him/them for the office a Director(s) nor shall he/they be liable to retirement by rotation. Pursuant to provision in the Act of Parliament relating to the Board of Directors the Company shall have not power to remove from office the Nominee Director(s) so appointed. Subject as aforesaid, the No minee Director(s) shall be entitled to same rights and privileges and be subject to the same obligations as any other Director of the Company.

- (c) The Nominee Director(s) so appointed shall hold the office only so long as any moneys remain owing by the Company to the Financial Institution or so long as the Financial Institution holds debentures in the Company as a result of direct subscription or private placement or so long as the Financial Institution holds in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of any guarantee, is outstanding and the Nominee Director(s) so appointed in exercise of the said power shall ipso facto vacate such office, immediately the moneys owing by the Company to the Financial Institution is paid off or on the Financial Institution ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any guarantee furnished by the Financial Institution.
  - (d) The Nominee Director(s) appointed under this Article shall be entitled to receive notice of and attend all General Meetings, Board Meetings, and the Meeting of the Committee of which the Nominee Director(s) is/are member(s) as also copies of the minutes of such meetings.
  - (e) The Company shall pay to the Nominee Director(s) sitting fees and expenses to which the other Directors of the Company are entitled. Any expenses that may be incurred by the Financial Institution on such Nominee Director(s) in connection with his/their appointment of Director shall also be paid by the Company.
94. The remuneration of each Director for attending each meeting of the Board of Directors of Committee thereof or a general meeting shall be such fee as may be determined by the Board of Director within the maximum limit of such fee as may be prescribed by the Act or the Central Government from time to time.
95. A Director who is either in the whole-time employment of the Company or a Managing Director may be paid, in addition to a fee if allowed for each meeting of the Board of Directors, or a committee thereof, attended by him, remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company, or partly in one way and partly in the other.
- Provided that except with the approval of the Central Government, such remuneration shall not exceed five per cent of the net profits for one such Director, or if there is more than one such Directors, ten per cent for all of them together and minimum remuneration may however be paid to him u/s 198(4) of the Act for the financial year for which the Company has no profits or made adequate profits.
96. A Director who is neither in the whole-time employment of the Company nor a Managing Director may be paid remuneration:
- (a) by way a monthly, quarterly or annual payment with the approval of the Central Government; or
  - (b) by way of commission if the Company by special resolution authorise such payment, provided that the remuneration paid to such Director, or where there is more than one such Director, to all of them together shall not exceed:
    - (i) one percent of the net profits of the Company, if the Company has a Managing Director or wholetime Director or a Manager.

- (ii) three per cent of the net profit of the Company in any other case:

Provided further that the Company in general meeting may, with the approval of the Central Government, authorise the payment of such remuneration at a rate exceeding one per cent or as the case may be three percent of its net profits.

- 97. In addition to the remuneration payable to Director, the Board of Directors may allow and pay to any Director all travelling, hotel and other expenses properly incurred by him--
  - (a) for attending and returning from meetings of the Board of Directors or any committee thereof general meeting of the Company; or
  - (b) in connection with the business of the Company.
- 98. The continuing Directors may act notwithstanding any vacancy in their body, but if any so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that fixed for a quorum or of summoning a general meeting, but for no other purpose.
- 99. A Director may be or become a Director of any company accountable for any benefits received as Director or shareholder or vendor shareholder, or otherwise, and no such Director shall be accountable for any benefits received as Director or shareholder of such company except in so far as Section 314 of the Act, is applicable.

#### **ROTATION OF DIRECTORS**

- 100. At each Annual General Meeting of the Company one-third of such of the Directors for the time being who are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office.
- 101. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day those to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
- 102. Save as permitted by Section 263 of the Act, every resolution of a general meeting for the appointment of a Director shall relate to one named individual only.
- 103. The vacancy or vacancies created by the retirement of Director or Directors by rotation under Article 100 hereof, shall be dealt with in accordance with the provisions of Section 256 of the Act.
- 104. The Company in general meeting may from time to time increase or reduce the number or Directors within the limits fixed by Article 87.

#### **PROCEEDINGS OF THE DIRECTORS**

- 105. The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.

106. If a meeting of the Board of Directors cannot be hold for want of quorum, then Section 288 (1) of the Act shall not apply, and the meeting shall stand adjourned to such day, time and place as the Director or Directors present at the meeting may fix.
107. A Director may at any time, and the Secretary or some other person upon the request of a Director shall, convene a meeting of the Board of Directors by giving a notice in writing to every Director for the time being in India, and at his usual address in India to every other Director.
108. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office. If no chairman is elected or if at any meeting the chairman is not present within fifteen minutes of the time appointed for holding the same, the Directors present shall elect one of their number to be chairman of such meeting.
109. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote.
110. A meeting of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by these Articles are for the time being vested in or exercisable by the Board of Directors generally.
111. The Board of Directors may delegate any if its powers to committees of the Board of Directors consisting of such member or members or its body as it thinks fit, and it may from time to time revoke such delegation and discharge any such Committee either wholly or in part, and either as to persons or purposes, but every Committee of the Board of Directors so formed shall in the exercise of the powers delegated conform to any regulations that may from time to time be imposed on it by the Board of Directors. All acts done by any such committee of the Board of Directors in conformity with such regulations and in fulfillment of the purposes of their appointment, but not otherwise, shall have the like force and effect as if the same had been done by the Board of Directors.
112. The meetings and proceedings of any Committee of the Board of Directors consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board of Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Board of Directors under the preceding Article 111.
113. A resolution shall be as valid and effectual as it had been passed at a meeting of the Board of Directors or a Committee of the Board of Directors, as the case may be, duly called and constituted if a draft thereof in writing has been circulated together with the necessary papers, if any, to all the Directors or to all the members of the Committee of the Board of Directors as the case may be, then in India (not being less in number than the quorum fixed for a meeting of the Board of Directors or Committee as the case may be), and to all other Directors or members or members of the Committee at their respective usual address in India and has been approved by such of them as are then in India, or by a majority of such of them as are entitled to vote on the resolution.

114. All acts done by any meeting of the Board of Directors or by a Committee thereof or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of such Director(s) or person(s) acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote or that the appointment of any of them had been terminated by virtue of any provision contained in the Act or in these Articles, be as valid as if every such person had been duly appointed or had duly continued in office or was qualified or had continued to be a Director or had been entitled to vote or his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to any act done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
115. Minutes of any meeting of the Board of Directors or of any committee of the Board of Directors, if purporting to be signed by the Chairman of such meeting or by the chairman of the next succeeding meeting, shall be conclusive evidence of the proceedings recorded therein.

#### **BORROWING POWERS**

116. Subject to the provisions of the Act and of these Articles the Board of Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property (both present and future) and uncalled capital, or any part thereof and to issue debentures, debenture-stock and other securities whether outright or a security for any debt, liability or obligation of the Company or of any third party.
117. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise, may be made assignable free from any equities between the Company and the person to whom the same be issued any may be issued on condition that they shall be convertible wholly or in part into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawings, allotment of shares, appointment of Directors and otherwise, provided that debentures with the right to allotment of or conversion into shares not be issued except with the sanction of the Company in general meeting.

#### **POWER OF DIRECTORS**

118. The business of the Company shall be managed by the Board of Directors which shall be entitled to exercise all such powers of the Company and do all such acts and things as are not by statute or by the Memorandum or by the Articles of the Company, required to be exercised or done by the Company in general meeting, subjects, nevertheless to the provisions contained in any statute or in the Memorandum or Articles of the Company, or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board of Directors which would have been valid, if that regulation had not been made.
119. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid by the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case be, in such manner as the Board of Directors shall from time to time by resolution determine.

120. The Board of Directors from time to time and at any time may establish any Local Boards or agencies for managing any of the affairs of the Company outside India or in any specified locality in India and may appoint any persons to be members of such local Board or any managers or agents and may fix their remuneration. And the Board of Directors from time to time and at any time may delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board of Directors other than the powers of making calls or issuing debentures any may authorise the members for the time being of any such local Board or any of them to sub-delegate, to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions or delegation as the Board of Directors may think fit; and the Board of Directors may at any time remove any person so appointed and may annul or vary any such delegation.
121. The Board of Directors may at any time, and from time to time, by power of attorney under the common seal of the Company, appoint 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 of Directors under these presents) and for such period and subject to such conditions as the Board of Directors may think fit, such appointment may also be made in favour of the members or any of the members of any local Board established as aforesaid, or in favour of the members or any of the members of any local Board established as aforesaid or in favour of any company or of the members, Directors nominees, or managers of company or firm, or in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Board of Directors and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Board of Directors think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
122. The Company may exercise the power to have an official seal for use in any territory, district or place not situated in India, and such power shall be vested in the Board of Directors.
123. The Company may exercise the power to maintain branch registers of members or debentures holders residing in any state or country outside India and the Board of Directors may make and vary such regulations as they may think fit respecting the keeping of any such register.
124. Every Director, Managing Director, Manager, Secretary, and trustee for the time being of the Company's debenture holders, member of a committee, officer, servant, agent, accountant or any other person employed in or about the Company's business shall, if so required by the Board Directors, either upon entering his duties or at any time thereafter, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and matters which may come to his knowledge in the discharge of his duties, except when required so to do by the Board of Directors or by any meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.
125. The Board of Directors may from time to time appoint one or more of their body to the whole-time Director or Directors with the designation of Executive Director or such

other designation for such period, whether fixed or indefinite, at such remuneration with such functions and powers and on such terms as the Board of Directors think fit and, subject to the terms of any agreement entered into, may revoke any such appointment. The office of the Wholetime Director(s) so appointment shall be subject to retirement by rotation.

126. (1) The Board of Directors may, from time to time, appoint one or more of their number to be managing Director(s) and/or Joint Managing Director(s) of the Company for fixed period, not exceeding five years at a time and on such terms as the Board of Directors think fit but subject to superintendence, control and direction of the Board of Directors, and may, from time to time, remove him or them from office, and appoint another / others in his or their place. The Director(s) so appointed shall not while holding that office be subject to retirement by rotation or be taken into account for determining the rotation of retirements of Directors. But the ap-ointment shall be subject to determination ipso facto if he or they cease from any cause to be a Director or Directors of the Company.
- (2) The Board of Directors may, from time to time, entrust to and confer upon a Man-aging Director or Joint Managing Director for the time being, such of the powers exercisable under these Articles by the Board of Directors as it may think fit, and may confer such powers for such time, and to be exercised for such objects and purposes and upon such terms and conditions, and with such restrictions as it may think expedient, and may from time to time revoke, withdraw, alter, or vary all or any of such powers.
- (3) The remuneration of the Managing Director or Joint Managing Director shall be such as may from time to time be fixed by the Board of Directors or by the Com-pany in general meeting.
127. A manager may be appointed by the Board of Directors on such terms and at such remuneration and upon such conditions as they may think fit. Any manager so appointed by the Board of Directors may be removed by the Board of Directors.

#### SECRETARY

128. The Board of Directors may from time to time appoint on such terms, at such remunera-tion and upon such conditions as they think fit, and at their discretion, remove, a person (hereinafter called "the Secretary") to perform any functions which by the Act or by the Articles for the time being of the Company are to be performed by the Secretary, and to execute any other duties which may from time to time be assigned to the Secretary by the Board of Directors. When there is no Secretary capable of acting, the Board of Directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these Articles, be deemed to be the Secretary. The Board of Directors may also at any time appoint some person (who need not be the Secretary) to keep any of the registers kept or to be kept by the Company).
129. The Board of 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 in lieu thereof, and the Board of Directors shall provide for the safe custody of the seal for the time being, and the seal shall never the used except by the authority of a resolution of the Board of Directors or a Committee of the Board of Directors previously given.

130. Every deed or other instrument to which the seal of the Company is required to be affixed shall be signed by a Director and either by the Secretary or by any other person authorised by the Board of Directors; Provided nevertheless that certificates of shares shall be signed by the persons specified in these articles and certificates of debentures may be signed by one Director, whose signatures on such certificates of shares or debentures, when so authorised by the Board of Directors, may be affixed and reproduced by mechanical means.

#### **DIVIDENDS AND RESERVES**

131. The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board of Directors.
132. Any general meeting declaring a dividend may make a call on the members of such amount as the meeting fixes but so that the call on each numbers shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the member be set off against the call.
133. No dividends shall be paid otherwise than in cash or out of the profits of the year or any other undistributed profits and no dividend shall carry interest as against the Company. The declaration of the Board of Directors as to the amount of the profits of the Company shall be conclusive. This Article shall not affect the powers in Articles 142 and 143 relating to capitalization of profits.
134. The Board of Directors may, from time to time, pay to members such interim dividends as appear to be justified by the profits of the Company.
135. (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, it shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividends are paid.
- (2) No amount paid or credited as paid on shares in advance of calls shall be treated for the purposes of this Article 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.
- 136 (1) The Board of Directors may, from time to time, before recommending any dividend, set apart such portion of the profits of the Company as they think fit as a reserve fund, equalisation fund or depreciation fund to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalization of dividends or for repairing, improving and maintaining any of the property of the Company and for such other purposes of the Company as the Board of Directors in their absolute discretion think conducive of the Company and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit, and from time to time deal with or

vary such investments, and dispose of all or any part thereof, in the business of the Company, and without being bound to keep the same separate from other assets.

- (2) The Board of Directors may also carry forward any profits which it may think prudent not to divide without setting them aside as a reserve.
137. The Board of Directors may retain any dividend or other moneys payable in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
138. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
139. Any dividend, interest or other moneys payable in case in respect of shares may be paid by cheque or warrant or by a pay order or receipt having the force of a cheque or warrant, sent through the post, to the registered address of the member or person entitled or in case of joint shareholders to the registered address of that one of the joint shareholders who is first named on the register of members or to such person and to such address as the shareholder or the joint shareholders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque, warrant, pay order or receipt lost in transmission or for any dividend lost to the member or a person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay order or receipt or the fraudulent recovery of the dividend by any other means.
140. Anyone of two or more joint-holders of a share may give effectual receipts for any dividends or other money payable in respect of such share.
141. All dividends remaining unpaid or unclaimed shall not be forfeited till the claim thereto becomes barred by law and such dividends shall be dealt with according to the provisions of Section 205-A and 205-8 of the Act.

#### CAPITALISATION OF PROFITS

142. (1) The Company in general meeting may, upon the recommendation of the Board of Directors, resolve:
- (a) that 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) hereof amongst the members who would have been entitled thereto, if distributed by way of dividend 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) hereunder, either in or towards: -
- (i) paying up an amounts for the time being unpaid on any shares held by such members respectively:

- (ii) paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid: or
  - (iii) partly in the way specified in sub-clause (i) and the other in that specified in sub-clause (ii).
- (3) A share premium account and a capital redemption reserve fund may, for the purpose of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
- (4) The Board of Directors shall give effect to the resolution passed by the Company in pursuance of this Article.
143. (1) Whenever such a resolution as aforesaid has been passed, the Board of Directors shall have power:
- (a) to make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issue of fully paid shares or debentures, if any; and
  - (b) to generally do all acts and things required to give effect thereto.
- (2) The Board of Directors also have full power: --
- (a) to make such provisions, by the issue of fractional certificates or coupons, by payment in cash, by the vesting of any shares, certificates, coupons or cash in trustees or otherwise as it thinks fit, in the case of shares or debentures be-coming distributable in fractions and also;
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, and
- (3) Any agreement made under such authority shall be effective and binding on all such members.

#### **ACCOUNTS**

144. (1) No member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or as authorised by the Board of Directors.
- (2) The Board of Directors shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members, not being Directors.

#### **AUDIT**

- 145 (a) Once at least in every year the books of account of the Company shall be examined by one or more Auditors.

- (b) Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in general meeting shall be conclusive except as regards any error discovered therein within three months next after the adoption thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and therefore shall, subject to the approval of the Company in general meeting, be conclusive.

#### WINDING UP

146. (1) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any share or other securities whereon there is any liability.

#### INSPECTION

147. No member or other person (not being a Director) shall be entitled to visit or inspect any works of the Company without the permission of the Board of Directors or to require discovery of any information concerning the business, trading or customers of the Company, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any matter which may relate to the conduct of the business of the Company and which in the opinion of the Board of Directors, it would be inexpedient in the interest of the Company to disclose.

#### INDEMNITY

148. (1) Every officer or agent for the time being of the Company and every trustee for the time being acting in relation to any of the affairs of the Company shall be indemnified and secured harmless out of the assets and profit of the Company against all actions, costs, losses, damages and expenses which any such officer, agent or trustee may incur or sustain by reason of any contract entered into or act or thing done, concurred in, or omitted by him as such officer, agent or trustee or in any way in or about the discharge of his duties or supposed duties, otherwise than in respect of any negligence, default, the discharge of his duties or supposed duties, otherwise than in respect of any negligence, default, misfeasance, breach of duty or breach of trust of which he may be guilty in relation to the Company.
- (2) Every officer and agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings in relation to the affairs of the Company whether civil or criminal in which he is acquitted or in connection with any application under Section 633 of the Act, in which relief is granted to him by the Court.

- (3) The heirs, executors, and administrators of every one of the aforesaid officers, auditors, agents and trustees shall be entitled to the benefits of the indemnities set forth in Clauses (1) and (2) of the Article.

149. 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 Director or officer, or for joining in any receipt or other act for conformity, or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage 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 for any loss occasioned by any error of judgement or oversight on his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

Sl. No.	Name, Addresses Description and Occupation of Subscribers	Signature of Subscriber	Names, Addresses Descriptions & Occupations of Witnesses
1.	Ram Ratan Gupta S/o Late Lala Budhoo Lal 'Kalpana', Swaroop Nagar Kanpur [Industrialist]	Sd/-	
2.	Nand Kishore Gupta S/o Shri Ram Ratan Gupta 'Kalpana', Swaroop Nagar Kanpur [Industrialist]	Sd/-	
3.	Harish Chandra Gupta S/o Shri Ram Ratan Gupta 'Kalpana', Swaroop Nagar Kanpur [Industrialist]	Sd/-	
4.	Smt. Rukmani Gupta W/o Shri Ram Ratan Gupta 'Kalpana' Swaroop Nagar, Kanpur [Business]	Sd/-	Sd/- A. Kay Mehra 48, Chaman Lal Market, Gumti No.5 Kanpur.
5.	Smt. Kusum Gupta W/o Shri Rameshwar Prasad Gupta 'Kalpana', Swaroop Nagar Kanpur [Business]	Sd/-	
6.	Smt. Asha Gupta W/o Shri Nand Kishore Gupta 'Kalpana', Swaroop Nagar Kanpur [Business]	Sd/-	
7.	Smt. Neera Gupta W/o Shri Harish Chandra Gupta 'Kalpana', Swaroop Nagar Kanpur [Business]	Sd/-	

Dated the 16th day of July, 1975

In the High Court of Judicature at Allahabad

Civil Side

Original Jurisdiction

Dated Allahabad the 28th July 1981

Present

The Hn'ble C.S.P. Singh Judge

Company Petition No. 19 of 1980

In the Matter of M/s. Roto Pumps and Hydraulic (P) Ltd. Kanpur

.....Petitioner

**BY THE COURT**

In pursuance of the order of this Court the meeting of the share holders held under the Chairmanship of Sri B. D. Gupta, Ex-Judge of this Court. All the share holders present have signified their assent to the proposed amalgamation. No objection has been filed against the amalgamation. I accordingly sanction the scheme of amalgamation, which is Annexure I paper No. A-8/14 to the application dated 9.7.1980. The said amalgamation be binding on all the members of the two companies and the company themselves. The entire property of the transferee company, viz. M/ s. Roto Pumps (P) Ltd. including its liabilities shall stand transferred to the transferee company, viz. M/s. Roto Pumps and Hydraulics (P) Ltd. as from First July, 1980. M/s. Roto Pumps (P) Ltd. shall stand dissolved from 1st July, 1980.

Dt. 28.7.1981

Sd/-  
C.S.P. SINGH

**IN THE HIGH COURT OF JUDICATURE AT ALLAHABAD  
ORIGINAL JURISDICTION  
IN THE MATTER OF COMPANIES ACT, 1956**

In the matter of M/s. Dwarka Industrial Development (Chains) Private Limited, an existing  
Company within the meaning of and governed by the Companies Act, 1956 and having  
its Registered Office at 162-B, Co-operative Industrial Estate, Kanpur.

Company Petition No. of 1990

Connected with

Company Application No.3 of 1989

Mis. Dwarka Industrial Development (Chains) Pvt. Ltd.

And

M/s. Roto Pumps and Hydraulics Private Limited

Before the Hon'ble Mr. Justice R. S. Dhavan

Dated 19.02.1991

Order under Section 394

Upon the above petition coming on for further hearing on 19.2.91  
upon reading and upon hearing.

**THIS COURT DOTH ORDER**

1. That all the property, rights and powers of the transferor company all the other property, rights and powers of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to section 394(2) of the Companies Act, 1956 be transferred to and vest in the transferee company for all the estate and interest of the transferor company therein but subject nevertheless to all charges now affecting the same, and
2. That all the liabilities and duties of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall, pursuant to section 394(2) of the Companies Act, 1956 be transferred to and become the liabilities and duties of the transferee company; and
3. That all proceedings now pending by or against the transferor company be continued by or against the transferee company; and
4. That the transferee company do without transferor company the shares in the transferee company to which they are entitled under the said compromise or arrangement; and
5. That transferor company do within 14 days after the date of this order cause a certified copy of his order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the transferor company shall be dissolved and the Registrar of Companies shall place all documents relating to be transferor company and registered with him on the file kept by him in relation to the transferee company and the files relating to the said two companies shall be consolidated accordingly; and
6. That any person interested shall be at liberty to apply to the Court in the above matter for any directions that may be necessary.

## SCHEDULE

### Part - I

Building, plant & Machinery, Electric Installations, Furnitures & Fixtures and Testing Equipments.

### PART - II

Lease Hold Land as per the Balance Sheet -

Worth Rs. 1,65,000/-

### Part-III

- a) 4080 Fully paid Equity shares of Rs. 100/- each.
- b) Stock in hand in the form of Raw Materials, Consumable and Furnished Goods.

Dated This

19th day of February 1991.

(By the Court)

Registrar