

(UNDER THE COMPANIES ACT, 1956)

**ARTICLES OF ASSOCIATION
OF
AATMDEEP VIDYALAYA**

(A Company Limited by shares not for profit under Section 25 of the Companies Act 1956)

PRELIMINARY

1. Regulations contained in Table A in the First Schedule to the Companies Act, 1956, shall apply to this Company, in addition to following regulations framed here under shall also apply.

INTERPRETATION

2. *Interpretation Clause:*

In the interpretation of these Articles unless repugnant to Interpretation Clause the subject or context:

"The Company" or "This Company"

"The Company" or "This Company" means **AATMDEEP VIDYALAYA**

"The Act"

"The Act" means the Companies Act, 1956, or any statutory modification or re-enactment thereof for the time being in force.

"Auditors"

"Auditors" means and includes those persons appointed as such for the time being by the Company under Section 224 of the Act.

"BPL" means a household with an income below the official poverty line for RURAL.

"Board" or "Board of Directors"

"Board" or "Board of Directors" means the board of Directors for the time being of the Company.

"DIRECTORS"

A DIRECTOR means the Director of the Company and includes person occupying the position of the Director by whatever name called.

"CHAIRMAN" means the Chairman of the Board of Directors for the time being of the Company.

"MANAGING DIRECTOR" means a Director who by a resolutions passed by the company in general meeting or by the Board of Directors or by virtue of the Articles of Association is entrusted with substantial powers of management which would not otherwise be exercisable by him, and include a Director occupying the position of a Managing Director whatever name called.

"Issued Capital"

"Issued Capital" means the Share Capital for the time being raised for the purpose of the Company.

"Gender"

Words imparting the masculine gender also include the feminine gender.

"In Writing" and "Written"

"In writing" and "written" include printing, lithography and other modes of representing or reproducing words in a visible form.

"Meeting" or "General Meeting"

"Meeting" or "General Meeting" means a general meeting of the members.

"Annual General Meeting"

"Annual General Meeting" means General Meeting of the members held in accordance with the provisions of Section 166 of the Act.

"Microfinance Services" means small loans, savings facilities and insurance cover and other financial services provided to BPL households.

"Month" - and Calendar Month"

"Month" means a period of thirty days and a "Calendar month" means an English Calendar month.

"Office"

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

"Singular Number"

Words importing the singular number include where the context admits or requires the plural number and vice versa.

"Year"

"Year" means the calendar year.

Save as aforesaid, words or expressions, defined in the Act, shall, if not inconsistent with the subject or context, bear the same meaning in these articles. Any word or expression not defined in the Act, shall except where the subject or context forbids, bear the same meaning as contained in the Companies Act, 1956 or rules made there under.

The company is a Private Limited with in the meaning of Section 3 (1) (iii) of the Companies Act 1956,

- (a) Restricts the right to transfer its shares, if any
- (b) Limits the number of its members to fifty not including
 - (i) Persons who are in the employment of the company and
 - (ii) Persons who having been formally in the employment of the company, were member of the company while in the employment and have continued to be the members after the employment ceased
- (c) Prohibits any invitation to the Public to subscribe for any shares, or debentures by the company.
- (d) Prohibits any invitation or acceptance of deposits from Persons other than Members, Directors or their relatives.

CAPITAL AND INCREASE AND REDUCTION IN CAPITAL

3. Amount of Capital:

Authorized Capital: The authorized share capital of the Company shall be such amount and to be divided into such shares as may be from time to time be provided in clause VIII of the Memorandum of Association with powers to increase or reduce its Capital.

4. Increase in Capital by the Company, and how carried into effect:

The Company may from time to time in general meeting by Ordinary Resolutions increase its share capital by the issue of new shares of such amounts, as it thinks expedient.

5. Capital same as existing Capital

Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation or issue of new Existing Capital shares shall be considered as part of existing capital and shall be subject to the provisions herein contained with reference to payment of calls, installments, transfer, transmissions, forfeiture, lien, surrender, voting and otherwise.

SHARE AND CERTIFICATES

6. Register and Index of Members:

The Company shall cause to be kept a register and index of member's accordance with section 150 and 151 of the Act. The Company shall be of Members entitled to keep in any State or country outside India a branch register of members, resident in that State or country.

7. Further Issue of Capital:

- (a) Where at any time, it is proposed to increase the subscribed capital of the Company by allotment of further shares, whether out of unissued share capital or out of the increased share capital, subject to the resolution or direction to the contrary which may be given by the Company in general meeting;
- (i) any further share shall be offered to the persons who at the date of offer are holders of the equity shares of the Company, in proportion as nearly as circumstances admit to the capital paid up on these shares at that date. The offer shall be made by a notice specifying the number of shares offered and limiting a time not being less than 30 days from the date of the offer within which the offer, if not accepted will be deemed to have been declined.
 - (ii) the offer aforesaid shall not be deemed to include a right exercisable by the person concerned to renounce the shares/securities offered to him or any of them in favor of any other person unless the terms of the issue so provide and the notice aforesaid above contains a statement of this right.
 - (iii) 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 they think most beneficial to the Company.
- [b] Notwithstanding anything contained in the preceding clause, the Company may, in the manner provided by section 81(1A) of the Act, offer further shares to any person or persons, and such person or persons may or may not include the person/s who at the date of the offer, are the holders of the equity shares of the Company.

8. Shares under control of Directors:

- (a) Subject to the provisions of these Articles and of the Act, the shares (including Shares under any shares forming part of any increased capital of the Company) shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons in such proportions and on such terms and conditions and at such times as the Board thinks fit and subject to the sanction of the Company in general meeting.
- (b) The Board of Directors shall observe the restrictions as to allotment of shares contained in Section 3(i) (iii) of the Act, and shall cause to be made the returns as to allotment provided for in Section 75 of the Act.

9. Share Certificates:

- a) The issue of certificates of shares or of duplicate or renewal of certificates of shares shall be governed by the provisions of section 84 and other provisions of the Act, as may be applicable and by the rules or notifications or orders, if any, which may be prescribed or made by any competent authority under the Act or rules or any other law.
- b) The certificate of title of shares shall be issued under the seal of the Company and shall be signed by such directors or officers or other authorized persons as may be prescribed by the rules made under the Act from time to time.
- c) Every member shall be entitled, without payment, to one certificate each for all the shares of such class or denomination registered in his name, or if the Directors so approve, (upon paying such fee as the Directors may from time to time determine), to several certificates, each for one or more of such shares and the Company shall complete and deliver such certificates within the time provided by section 113 of the Act. Every certificate of shares shall specify the amount paid up on the shares covered thereby and shall be in such form as the Directors shall prescribe or approve. Provided that 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 of shares to one of several joint holders shall be sufficient delivery to all such holders.

10. Shares to be numbered progressively and no share to be sub-divided:

The shares in the capital shall be numbered progressively according to their several denominations and except in the manner hereinabove mentioned, no share shall be sub-divided. Every forfeited or surrendered share shall continue and no share to bear the number by which the same was originally distinguished.

11. Replacement of Share Certificates:

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof, a new certificate may be issued in lieu thereof, in accordance with the applicable rules prescribed thereunder. If a share certificate is lost or destroyed, a new certificate in lieu thereof shall be issued only with prior consent of the Board or a

Committee constituted by the Board and on such terms, if any, as to evidence and indemnity as to the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Board thinks fit and as provided in the Companies (Issue of Share certificate) Rules 1960.

LIEN

12. Company's right to have first Lien on shares:

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 held singly or jointly with others) in respect of all moneys whether presently payable or not and shall extend, rights from time to time declared in respect of such shares. Unless otherwise agreed, the registration of transfer of shares shall operate as waiver of Company's lien, if any, on such shares. The Directors may at any time declare any shares wholly or in part exempt from the provision of this Article.

13. Enforcement of lien by sale of shares:

For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as it shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and may authorize one of their member or appoint any officer or agent to execute a transfer thereof, on behalf of and in the name of such member. No sale shall be made until notice in writing of the intention to sell shall have been served on such member or his legal representatives and default shall have been made by him or them in payment, fulfillment or discharge of such debts, liabilities or engagement for thirty days after such notice.

14. Application of proceeds of sale:

(a) The net proceeds of any such sale shall be received by the Company and applied in or towards payment 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 persons entitled to the shares at the date of the sale.

(b) The Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as required by statute) be bound to recognize any equitable or other claim to, or interest in such shares on the part of any other person. The Company's lien shall prevail notwithstanding that it has received notice of any such claims.

TRANSFER AND TRANSMISSION OF SHARES

15. Register of transfer of shares:

The Board shall keep a book to be called the "Register of transfers" and therein fairly and distinctly enter the particulars of every transfer or transmission of any share.

16. Instrument of transfer:

The instrument of transfer of shares shall be in writing and shall be in such form as may be prescribed by the Act.

MEETING OF MEMBERS

17. General Meetings:

- (a) The company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year. All general meeting other than annual general meetings shall be called extraordinary general meetings.
- (b) If for any reason beyond the control of the Board, the general meeting (including an annual general meeting) cannot be held on the appointed day, the Board shall have power to postpone the general meeting of which a notice shall be given to the members through advertisement in atleast two newspapers, of which one shall be in the language of the region in which the Registered office of the company is situated.
- (c) Every member of the Company shall be entitled to attend either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any general meeting, which he attends on any part of the business, which concerns him as Auditor.
- (d) Section 171 to 186 of the Act with such adaptation and modifications, if any, as may be prescribed, shall apply with respect to meeting of any class of members of the Company in like manner as they with respect to general meetings of the Company.

18. Extra-ordinary General Meetings:

- (a) The Board may whenever it thinks fit, call an extraordinary by requisition general meeting and it shall do so including upon a requisition in writing by any member or members holding in the aggregate not less than the amount prescribed under the Act out of the paid-up capital as at that date carries the right of voting in regard to the matter in respect of which the requisition has been made.
- (b) No decision in respect of the following matters should be valid and effectual unless passed as special resolution as defined under section 189(2) of the Act in a general meeting.
 - (i) Any change in the Memorandum of Association of the Company.
 - (ii) Any increase in Authorized capital of the Company
 - (iii) Any amalgamation or merger of the Company with another Company with similar objects incorporate u/S 25 of the Companies Act, 1956.

19. Quorum:

Two members personally (either by themselves or through a proxy) present shall be the quorum for a general meeting of the Company.

20. Absence of quorum and its consequences:

- (a) If within half an hour from time appointed for holding a meeting of the Company, a quorum is not present, the meeting, if called upon by requisition of members, shall stand dissolved.
- (b) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place, as the Board may determine.
- (c) If at the adjourned general meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall form the new quorum.
- (d) Where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.
- (e) No business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.

21. Chairman of General Meetings:

- (a) No business shall be discussed or transacted at any general meeting except the election of a Chairman whilst the Chair is vacant.
- (b) The Chairman of the Board of Directors shall be entitled to take the Chair at every general meeting.
- (c) In the absence of the Chairman the Vice-Chairman of the board shall preside.
- (d) If there be no Chairman/Vice-Chairman or if at any meeting he shall not be present within 15(fifteen) minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present may choose one of themselves to be the Chairman and in default of their doing so, the members present shall choose one of the Directors to be the Chairman and if no Directors be present or be willing to take the chair, the members present shall choose one of themselves to be the Chairman.
- (e) The Chairman may with the consent of a meeting at which a quorum is present and shall, if so directed by the meeting, may adjourn any meeting from time to time and from place to place.

22. Chairman's Power to adjourn meetings in the event of disorders in meetings:

Notwithstanding the provision as above in the event of disorder at a validly convened meeting the Chairman may adjourn the meeting provided that such an adjournment shall not be for a longer period than the Chairman considers necessary to bring order at the meeting and Chairman communicates his decision to those present in so far as it is possible.

23. Transaction at adjourned General Meeting and notice of adjourned meeting in special cases:

- (a) No business shall be transacted at any adjourned meeting other than the business, which might have been transacted at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

VOTES OF MEMBERS

24. Every member of the Company shall have one vote.

25. **Members in arrears not entitled to vote:**

No member shall be entitled to vote either personally or by proxy at any general meeting or meetings of a class of shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name in which any calls or other sums presently payable by him have not been paid or in regard to which the Company has, or has exercised, any right of lien.

26. Appointment of proxy:

Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint any other persons (whether a member or not) as his proxy to vote and attend instead of himself in accordance with the provisions of the Companies Act and upon filing of a proxy in the usual common form provided in Schedule-IX of the Act or authorization in the event of a body corporate as provided under the Act.

27. Every member is entitled to be present, speak and vote:

Subject to the provisions for exercise of any voting right when there are calls in arrears of, every member not disqualified shall be entitled to be present and to speak and vote at such meeting.

28. Proxy for specified meeting or for a period:

An instrument of proxy may appoint a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting to be held before a date specified in the Instrument, and every adjournment of any such meeting.

29. Proxy to vote only on a poll:

A member present by proxy shall be entitled to vote only on a poll.

30. Deposit of instruments of appointment:

The instrument appointing a proxy and a 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 later than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the Instrument of proxy shall not be valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

31. Validity of votes given by proxy notwithstanding death or insanity of members:

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the Office before the meeting/adjourned meeting as the case may be.

32. Right of a member to use his vote differently.

On a poll taken at a meeting of the Company a member 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.

33. Special notice:

Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.

34. Minutes of the proceedings of meetings

The Company shall cause minutes of all proceedings of general meeting and of all proceedings of every meeting of its Board of Directors or of every committee of the Board to be kept in accordance with the provisions of Section 193 of the Companies Act and they shall constitute evidence of the proceedings recorded therein.

BOARD OF DIRECTORS

35. First Directors:

The first directors of the Company shall be

1. Mr. Sankarshan Tripathi
2. Mrs. Indira Tiwari

36. Number of Directors:

- (a) Unless otherwise determined by the Company in general meeting the number of directors shall not be less than two or more than eleven.
- (b) A director shall not be required to hold any qualification shares.

37. Nominee Directors by Institutions - appointment, rights and liabilities:

- (a) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Development Finance Institution, hereinafter in these Articles referred to as "the DFI", the DFI shall have a right to appoint from time to time any person or persons as a director or directors whole time or non-whole time which director or director is/are hereinafter referred to as "nominee director/s" on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s. The Board of Directors of the Company shall have no power to remove from office the nominee director/s. Nominee directors are ex-officio and do not have voting power on the Board. At the option of the DFI such nominee director/s shall not be required to hold any share qualification in the Company. Also at the option of the DFI such nominee director/s shall not be liable to retirement by rotation of directors. Subject as aforesaid, the nominee director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Directors of the Company. The nominee director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the DFI or the liability of the Company arising out of any guarantee is outstanding and the nominee director/ so appointed in exercise of the said power shall *ipso facto* vacate such office immediately the moneys owing by the Company to the DFI is paid off, on the satisfaction of the liability of the Company arising out of any guarantee furnished by the DFI.
- (b) The nominee director/s so appointed under this Article shall be entitled to receive all notices of and attend all general meetings, board meetings and of the meetings of the committee of which the nominee directors is/ are member/s as also the minutes of such meetings. The DFI shall also be entitled to receive all such notices and minutes.
- (c) Provided also that in the event of the nominee director/s being appointed as whole time Director/s which may be exercised only in case of a default such nominee director/s shall exercise such power and duties as may be approved by the DFI and have such rights as are usually exercised or available to a whole-time director/ shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the DFI provided that such director shall not be a member of the company. This shall also be subject to the laws applicable in India.

38. Appointment of Alternate Directors

The Board may appoint an alternate director to act for a director hereinafter called "the Original Director" during his absence for a period of not less than three months from the country. An alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to the country. If the term of office of the Original Director is determined before he so returns to the country any provisions in the Act or in these Articles for the automatic re-appointment of a retiring director in default of another appointment shall apply to the Original Director and not to the alternate director.

39. Additional Directors:

Subject to the provisions of section 260 and 264 of the Act the Board shall have power at any time and from time to time to appoint any other person to be an additional director, but so that the total number of directors shall not at any time exceed the maximum fixed under Articles. Any such additional director shall hold office only upto the date of the next annual general meeting only.

40. Board's power to fill casual vacancies:

Subject to the provisions of section 262 and 264 of the Act, the Board shall have power at any time and from time to time to appoint any person otherwise eligible to be a director to fill a casual vacancy. Any person so appointed 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.

41. Directors may be director of companies promoted by the Company:

A director may be or become a director of any Company promoted by the Company or in which it may be interested as a vendor, shareholder, or otherwise, and no such director shall be accountable for any benefits received as director or shareholder of such company except in so far as may be required under the Act.

42. Retirement and rotation of directors:

At every annual general meeting of the Company, one-third of such of the directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the Number nearest to one-third shall retire from office. The nominee directors as may be designated by DFI, shall not be subject to retirement under, this clause.

43. Ascertainment of directors retiring by rotation and filling of vacancies:

Subject to section 256(2) of the Act the directors to retire by rotation under Article 51 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 who are to retire, shall be-determined by the alphabetical order of surnames and in default thereof and subject to any agreement among themselves, be determined by draw of lots?

44. Eligibility for re-election:

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

45. Chairman and Vice Chairman:

- (a) The Chairman and the Vice Chairman of the Board of Directors of the Company shall be appointed from among the directors and Chairman/ Vice Chairman of the Board shall hold office until the period of office is determined by the Board.
- (b) Subject to the provisions of Section 255 of the Act, the Chairman of the Board shall not while he continues to hold be reckoned as a Directors for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire, but he shall subject to the same provisions as to removal, as the other Directors and he shall, ipso facto, and immediately, ceases to be the Chairman if he ceases to hold the office of Director from any cause.
- (c) If at any meeting of the Board, the Chairman as provided in clause (a) above is not present within fifteen minutes from the time appointed for holding the meeting, Vice Chairman shall be the chairman of the meeting. If both of them are not present within fifteen minutes of the time appointed present directors may elect any one of the directors of who shall preside as Chairman of the meeting. Subject to the above, the Directors present may, from time to time, elect one from amongst their numbers to act as the Chairman for that meeting.
- (d) The Chairman of a meeting of the Board or a general meeting shall have a casting vote at the Board meeting and general meeting in the event of an equality of the votes.
- (e) The Chairman so appointed shall Subject to the provisions of the Act and the Superintendence and control of Board of Directors; the Chairman shall exercise such powers any carry out such duties as may be conferred or imposed upon him by a resolution of the Board passed in that behalf.

46. Questions at Board meeting how to be decided:

- (a) Questions arising at a meeting of the Board of Directors or a Committee thereof shall be decided by a simple majority.
- (b) Provided further that following matters shall be decided with the consent of board members by 3/4th majority:
 - (i) Approval of accounts and budgets, both annual and periodical.
 - (ii) Commitment for capital expenditure in relation to any single transaction in excess of an amount equal to 5 (Five) percent of the paid up share capital of the Company;
 - (iii) Disposal of any fixed assets of the Company of a market value in excess of an amount equal to two and one half percent of the paid up share capital of the Company;
 - (iv) Disposal of any material part of the Company's business interests;
 - (v) A material change in the nature of the Company's business or the commencement of any new business;
 - (vi) The re-organization of the management structure within the Company;
 - (vii) Amendment of the Memorandum and Articles of Association of the Company.
 - (viii) A change in the corporate title of the Company;
 - (ix) A change in the accounting period of the Company;
 - (x) Delegation of authorities by the Board to an individual or a committee of the Board except in the ordinary course of business;
- (xi) The approval of any notice to convene any meeting of the shareholders except a notice to convene an extraordinary general meeting on requisition; The appointment or determination of term of office of the chairman/ and or/managing/whole- time director or chief executive of the Company.

47. Appointment of Managing Director or Whole time director:

- (a) The Board may from time to time appoint one or more managing / whole-time directors.
- (b) The Board may from time to time withdraw any such Managing Director / Whole time Directors so appointed and to appoint another in his or their place or in the place of any Director who resigns or vacates his / her office. Such appointment and withdrawal shall be effected by the Board of Directors of the company, signed by chairman of the Board of Directors, and shall take effect forthwith upon being received by the Company.
- (c) A Managing Director so appointed shall subject to the superintendence, direction and control of the Board, be entitled to look after and manage the day to day affairs of the company and to exercise all of or any of such powers as the Board is entitled to exercise as may be delegated to the managing director by specific resolutions of the Board subject to the provisions of the Act and these Articles.

48. Restriction on the powers of Managing / whole-time Directors

- (a) *Managing/whole-time Directors* shall not exercise the power to
 - a. make calls on shareholders in respect of money unpaid on the shares in the Company
 - b. issue debentures;
- (b) and except to the extent mentioned in a resolution passed by the Board under Section 292 of the Act, shall not exercise the power to:
 - a. borrow moneys, otherwise than on debentures;
 - b. invest the funds of the Company; and
 - c. make loans

49. Special position of Managing Director:

A Managing Director shall not while he/she continues to hold that office be subject to retirement by rotation, in accordance with these Articles. If he ceases to hold the office of Director, he shall *ipso facto* and immediately cease to hold the office of Managing Director.

50. Meetings of Board of Directors:

The Directors may meet for transaction of business from time to time and shall so meet at least once in every quarter and at least four such meetings shall be held in every year and they may adjourn and otherwise regulate their meetings and proceedings as they deem fit. The provisions of this Article shall not be deemed to be contravened merely by reason of the fact that a meeting of the Board, which had been called in compliance with the terms herein, mentioned could not be held for want of quorum.

51. When the meeting to be convened?

Any Director of the Company may and the Secretary or other officer authorized by the Board shall, on the order of the chairman of the Board of Directors at any time, summon a meeting of the Board.

52. Director entitled to notice:

Notice of every meeting of the Board shall be given in writing to every director for the time being in India and at his usual address in India. Such notice may be given by Registered Post/Courier/telegram/cable/telex/fax/email to any director. In case of directors living outside India, an email notice is sufficient.

53. Quorum at Board Meeting:

The quorum for the meeting of the Board shall be in accordance with Section 287 of the Act, provided that at least two directors are present are from the Directors.

54. Adjournment for want of quorum:

If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand, adjourned in the manner prescribed by the Act unless adjourned to some other date and time, if any, as may be fixed by the Chairman.

55. Director may appoint committees:

Subject to the restrictions contained in section 292 of the Companies Act, the Board may delegate any of their powers to the Committees of the Board consisting of two or more members of its body as it thinks fit provided at least two of the members of such Committee shall be the directors, and the Board may from time to time, reconstitute, revoke and or discharge such Committee of the Board either wholly or in part and either as to persons or purposes, but every committee of the Board so formed shall in the exercise of

the powers so delegated conform to any regulations that may, from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of its appointment-but not otherwise, shall have the like force and effect as if done by the Board.

56. Meetings of the Committee, its governance:

The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

57. Resolutions by Circulation:

Resolutions of the Board or a Committee may be passed by circulation in compliance with the provisions of the Act nevertheless that atleast two of the Director approve the resolution in favour. However such resolution shall be placed in the next meeting of the Board or Committee and shall be confirmed by the Board or Committee.

58. Acts of Board or Committee valid notwithstanding defect in appointment:

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

POWERS OF DIRECTORS

59. General Powers of the Company vested in Directors

Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorized to exercise and do not hereby or by the statue or otherwise- directed or required to be exercised or done by the company), in general meeting, but subject nevertheless to the provisions of the Act and the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

60. Express powers of the Board:

Without prejudice to the general power conferred by the Articles and the other powers conferred by these presents and so as not in any way to limit any or all of those powers, it is hereby expressly declared that these shall include the Board's powers to borrow (Article 21) and the following powers:

- (i) to pay all preliminary costs, charges and expenses incidental to the promotion, formation, establishment and registration of the Company;
- (ii) to acquire and pay for any properties, rights or privileges subject to the provisions of the Act and to accept such title as the Board may believe or may be advised to be reasonably satisfactory;
- (iii) Subject to the provisions of section 293 of the Act, to let, mortgage, charge, sell, or otherwise dispose of any property of the Company either absolutely or conditionally.
- (iv) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and to allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company.
- (v) to refer, any claim or demand or dispute for adjudication to arbitration and to observe and perform the awards or seek the setting aside thereof.
- (vi) to act on behalf of the Company in all matters relating to bankruptcy or insolvency.

(vii) to execute in the name and on behalf of the Company in favor of any director or other person, who may incur or be about to incur any personal liability for the benefit of the Company in securities, mortgages of the Company's property as thought fit.

61. Delegation of Powers of the Board:

Subject to the provisions of the Act, the Board may authorize or empower any director or directors, managing directors, manager or secretary of the Company either by name, in virtue of office or otherwise, or any other person or persons, either singly or jointly, to exercise or perform all or any of the powers, including the power to sub-delegate, authorities and duties conferred or imposed on the directors by law or Articles of Association, subject to such restrictions and conditions, if any, and either generally or in specific cases as the Board may think proper.

62. Appointment of officers:

The Board may appoint and, at their discretion, remove or suspend such officers; not being member by whatever designation called, including a secretary to perform the duties under the Act, managers, engineers, experts, legal advisers, solicitors, clerks, agents, salesmen, workmen, and other servants or professionals, for permanent, temporary or special services, as the Board may from time to time think fit and determine their duties, fix either salaries or emoluments and delegate to or confer upon them such powers, including the power to sub delegate, authorities and discretion as the Board may think fit.

SEAL

63. Common seal of the company:

- (a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.
- (b) The Company shall also be at liberty to have an Official Seal in accordance with section 50 of the Act, for use in any territory, district or place, outside India.

64. Execution of deeds with Common seal:

The Common Seal of the Company shall be used by or under the authority of the Directors or a Committee of the Board of Directors authorized by it in that behalf in the presence of at least one director or a constituted attorney of the Company or the secretary or any other person or persons authorized by the Board or a Committee thereof who shall sign every instrument to which the seal is affixed.

BOOKS OF ACCOUNTS AND DOCUMENTS

65. Books of accounts to be kept:

- a) The board shall cause to be kept in accordance with section 209 of the Act, proper books of account with respect to:
 - (i) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure place.
 - (ii) all lending and savings effected by the company
 - (iii) the assets and liabilities of the company and
 - (iv) any other particulars as may required by the Central Government.
- b) The Board may also keep all the books in electronic form, in the media and method suggested by the relevant laws in the country.

66. Where the books to be kept:

The books of accounts shall be kept in the office or at such other place in India as the Board may decide and when Board so decides including in web servers in any part of the world or universe. However the Company shall, within seven days of the decision, file with the Registrar a notice in writing giving the full address of that other place.

67. Inspection:

The books of account and other books shall be open to inspection during business hours by any Director, Registrar or other Officer authorized by the Central Government in this behalf. The Board shall, from time

to time, determine whether and to what extent, and what times and places, and under what conditions or regulations, the books of account and books and documents of the Company, shall be open to the inspection of the members not being Directors and no member (not being Director) shall have any right of inspecting any books of account or books or document of the Company except conferred by law or authorized by the Board or by Company in general meeting.

68. Period upto which books should be preserved:

The books of account of the Company relating to a period of not less than seven years immediately proceeding the current year shall be preserved in good order.

69. Statement of accounts and copies to members:

The directors shall from time to time in accordance with section 210, 211, 212, 215 and 271 of the Act cause to be prepared and to be laid before the company in General Meeting such Balance Sheet, Income & Expenditure Accounts and reports as are referred to in those sections. A copy of every such Income & Expenditure Account and Balance Sheet (including the Auditors' Report and every other document required by law to be annexed or attached to the Balance Sheet) shall at least twenty one days before the meeting at which the same are to be laid before the Members be sent to the members of the Company, to all persons entitled to receive notices of General Meetings of the company.

These documents may be provided to the members in electronic form subject to the appropriate laws of the country and the same may be provided in CD ROM or Disks or in any other electronic media.

70. When the accounts to be deemed finally settled:

Every Balance Sheet and Income & Expenditure Account of the Company when dated and adopted by the Company in General Meeting shall be conclusive.

AUDIT

71. Accounts to be audited by auditors

Once at least in every year the books of account of the Company shall be examined by one or more Auditor or Auditors.

72. Appointment of auditors:

The first auditors of the company shall be appointed by the Board of Directors who shall hold office till the conclusion of first Annual General Meeting. All matters of Appointment, powers, rights remuneration and duties of the Auditors shall be regulated by section 224 to 233 of the Act.

SERVICE OF DOCUMENTS AND NOTICES

73. Service of document or notice to a member:

A documents or notice may be served or given by the Company on any member either personally or by sending it by post him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied b him to the Company for serving documents or notices on him or by email if provided and agreed by the member.

74. Service by post:

Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the documents or notice.

75. Specific mode of service if required by the members, and when it is deemed to have been served:

Where a member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with the acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and, such service shall be deemed to have been effected in the case of a notice of a meeting, at the expiration of forty-eight hours after the letter containing the document or notice is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

76. Notice by advertisement: