

THE COMPANIES ACT, 1956  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION OF  
NATIONAL SECURITIES CLEARING CORPORATION LIMITED

- I. The name of the Company is National Securities Clearing Corporation Limited.
- II. The Registered office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE

\* 1. To facilitate, set up and carry on the business of clearing and settlement of shares, stock, debentures, bonds, units, deposit certificates, notes, warrants and other securities of all kinds including securities defined under the Securities Contracts (Regulation) Act, 1956, commodity and commodity derivatives and other commodities of all kinds including commodities defined under the Forward Contracts (Regulation) Act, 1952 and all other instruments of any kind traded and to ensure completion and guarantee of settlement and to facilitate, promote, assist, regulate and manage dealings in securities and instruments.

\* 2. To initiate, facilitate, promote, assist, undertake and manage all activities in relation to Stock Exchanges, Commodity Exchanges, Commodity Derivatives Exchanges, Money Markets, Financial Markets, Securities Markets, Capital Markets, custodial and depository services including but not limited to taking measures for ensuring greater liquidity, facilitating intra and inter market dealings and generally to facilitate Clearing and Settlement of transactions in securities and instruments of all kinds.

\* Amended vide Special Resolution passed at the Eighth Annual General Meeting held on June 30. 2003.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

3. To frame and enforce Rules, Bye-laws, and Regulations as may be required for regulating the mode and manner, the conditions subject to which the business of the Corporation shall be transacted and the rules of conduct of the clearing members of the Corporation, including all aspects relating to clearing membership, trading, settlement, including guarantee of settlements, settlement fund, constitution of committees, delegation of authority and general diverse matters pertaining to the Corporation and also including code of

conduct and business ethics for the clearing members and from time to time, to amend or alter such rules, bye-laws and regulations or any of them and to make any new amended or additional rules, bye-laws or regulations for the purpose aforesaid.

4. To settle disputes and to decide all questions of trading, clearing and settlement methods, practices, usages, custom or courtesy in the conduct of trade and business of the Corporation.

5. To fix, charge, recover, receive security deposits. admission fee, fund subscriptions, subscription from clearing members of the corporation or the company in terms of the Articles of Association and rules and regulation of the corporation and also to fix, charge and recover deposits, margins, penalties, ad hoc levies and other charges.

6. To facilitate resolution of disputes by arbitration or to nominate arbitrators or umpires on such terms and in such cases as may seem expedient; to set up Regional or local arbitration panels and to provide for arbitration of all disputes and claims in respect of all transactions relating to or arising out of or in connection with or pertaining to the business of the corporation and including arbitration of disputes between clearing members of the corporation and between clearing members of the corporation and persons who are not clearing members of the corporation but constituents of clearing members of the Corporation; and to remunerate such Arbitrators, Regional Arbitration panels or Local Panels and to make, amend and alter rules, bye-laws and regulations in relation to such arbitration proceedings, the fees of arbitrators, the costs of such arbitration, and related matters and to regulate the procedures thereof and enforcement of awards and generally to settle disputes and to decide all questions of usage, custom or courtesy in the conduct of trade and business in securities.

7. To act as a custodian or depository of securities and instruments of all kinds including derivatives thereof, by itself or in association with or through any other company or person or Department of the Government or authority for purposes of storage, in any form gratuitously or otherwise, letting on hire and otherwise disposing off safes, strong rooms and other receptacles for money, securities and documents or securities of all kinds.

8. To establish and maintain or to arrange or appoint agents, to establish and maintain clearing house for the objects and purposes of the Company or maintain a stock holding and clearing corporation, depository clearing house or division and to control and regulate the working and administration thereof.

9. To enter into any arrangements with the government which may seem desirable and to obtain from such Government any powers, rights, licences, privileges or concessions which may be deemed necessary and desirable for the purposes set out in the Memorandum.

10. To act as Trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any other trusts and also undertake the office of or exercise the powers of executor, administrator, receiver, custodian and trust corporation.

11. To enter into arrangements with any State or Authority central state municipal local or otherwise which may seem conducive to Company's objects or any of them and to obtain from any such Government or Authority any concession grants or decrees rights or privileges whatsoever which the Company may think fit or which may seem to the Company capable of being turned to account and to comply with work, develop, carry out, exercise and turn to account any such arrangements, concessions, grants, decrees, rights or privileges.

12. To acquire, collect, preserve, disseminate or sell statistical or other information in connection with the trade, to maintain a library and to print, publish, undertake, manage and carry on any newspaper, journal, magazine, pamphlet, official year book daily or other periodical quotation lists or other works in connection with or in furtherance of the object of the Corporation.

13. To improve and elevate the technical and business knowledge of persons engaged in or about to be engaged in trade, banking, commerce, finance or company administration or dealing in stocks, shares and securities of any other kind or in connection therewith and with a view thereto to provide for delivery of lectures and the holding of classes and to test by examination or otherwise the competence of such persons and to award certificates and diplomas and to institute and establish scholarships, grants and other benefactions and to set up or form any such technical or educational institutions and to run and administer it.

14. To subscribe for becoming a member of and co-operate with any other association whether incorporated or not, whose objects are to promote the interests represented by Corporation or to promote general commercial and trade interests and to procure from and communicate to such association such information as may further the objects of the Corporation or promote measures for the protection of the trade or any interest therein.

15. To take part in the management of or set up an advisory or research division and act as consultants and advisers for the setting up and organising of dealing in securities or clearing and settlement in India or abroad, and to act as consultants for securities and their marketing and advising on the incidents and features of the business of the Corporation and to enter into an association with any Exchange in India or abroad whether by subscription or on a co-operation principle for furthering the objects of the company.

16. To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interest, with any person or persons, company or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprises which this company is authorised to carry on or conduct or from which the company would or might derive any benefit whether direct or indirect.

17. To acquire and take over either the whole or any part of the business, goodwill, trademarks, patents, property, assets and liability of any person or persons, firm, body corporate or corporation carrying on any business which it is authorised to carry on.

18. To open Banking accounts with any Bank and pay into and draw money from such accounts.

19. To pay out of the funds of the Company all costs, charges and expenses which the company may lawfully pay with respect to the promotion, formation, establishment and registration of the Company and/or the issue of its capital or which the Company shall consider to be preliminary including therein the cost of printing and stationary, professional, lawyers or any other experts fees and expenses.

20. To appoint trustee or trustees (whether individuals or corporations) to hold securities on behalf of and to protect the interest of the company.

21. To amalgamate with any Company or companies or associations having objects altogether or in part similar to those of this company.

22. To form, promote, subsidise or organise and assist or aid in forming, constituting, promoting, subsidising organising and assisting or aiding companies or partnership of all kinds for the purpose of acquiring any undertaking or any property whether movable or immovable, whether with or without liability of such undertaking or company or any other company, for advancing directly or indirectly the objects hereof and to take or otherwise acquire hold and dispose of shares, debentures and other securities in or of any such company and to subsidise or otherwise assist or manage or own any such company.

23. To do in India or any other part of the world either as principals, agents, trustees, contractors or otherwise either alone or in conjunction with others and either by or through agents contractors trustees or otherwise to the attainment of objects of the Company.

24. To own, establish or have and maintain offices, branches and agencies in or out of India for its business and for securing its customers.

25. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states and territories thereof and in any or all foreign countries and for this purpose and agencies therein as may be convenient.

26. To subscribe, contribute, make donations or grants or guarantee money for any general or useful object or fund or institution and to aid pecuniarily or otherwise, any association, body or movement.

27. To establish and support or assist in the establishment and support of any funds (whether settlement Fund or Investor Protection Fund or any other funds) trusts and conveniences calculated to advance and further the objects and purposes of the Company and the Capital and Financial markets in general.

28. To make payments or disbursements out of the funds or other movable property of the Company for any of the purposes specified in the those presents and the Articles of Association and Rules, Bye-laws and Regulations of the Corporation and to make draw, accept, endorse, discount, execute warrants, debentures or other negotiable or transferrable documents.

29. To seek for and secure openings and opportunities for the employment of capital with the view to prospect, inquire, examine, explore and test the capital and security markets and despatch and employ expeditions, commissions and other agents for the business of the company.

30. To borrow, raise loans in any form, receive deposits, create indebtedness, to receive grants or advances (whether interest free or not) equity loans or raise any monies required for the objects and purposes of the company upon such terms and in such manner and with or without security as may from time to time be determined and in particular by the issue of debentures, debenture stock, bonds or other securities, provided always and it is hereby expressly declared as an original and fundamental condition of any such borrowing or raising of monies, that in all cases and under all circumstances any person claiming payment whether of principal or interest or otherwise howsoever in respect of the monies so borrowed or raised shall be entitled to claim such payment only out of the funds, properties and other assets of the Company which alone shall be deemed to be liable to answer and make good all claims and demands whatsoever under and in respect of the monies so borrowed or raised and not the personal funds, properties and other assets of all or any one or more of the Members of the Board of Directors or members of the Company, their or his heirs, executors, administrators, successors and assigns who shall not and shall not be deemed to in any way incur any personal liability or render themselves or himself personally subject or liable to any claims or demands or be charged under and in respect of the monies so borrowed or raised and in the event of the funds, properties and other assets of the Company being insufficient to satisfy the claims of all persons claiming payment as aforesaid, the right of any such person shall be limited to and he shall not be entitled to claim anything more than his part or share of such funds, properties and other assets of the Company in accordance with the terms and conditions on which the monies have been so borrowed or raised;

31. To invest, lend or advance the monies of the Company not immediately required in or upon such security and with or without interest and in such other investments as may from time to time be determined by the company.

32. For all or any of the purposes of the Company to draw, make, accept, endorse, discount, execute, issue, negotiate and sell bills of corporation, promissory notes, cheques, bills of lading, warrants, debentures and other negotiable instruments with or without security and also to draw and endorse promissory notes and negotiate the same and also take and receive advances by discounting or otherwise with or without security, upon such terms and conditions as the company deems fit and also to advance any sum or sums of monies upon materials or other goods or any other things upon such terms and securities as the company may deem expedient.

33. To receive money on deposit or otherwise upon such terms and conditions and to give guarantee and indemnities in respect of debts and contracts of others.

34. To secure or discharge any debt or obligation of or binding in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any or the assets and property (present and future) and the uncalled capital of the Company or by the creation and issue on such terms as may be thought expedient, of debentures, debenture - stock, or other securities of any description or by the issue of shares credited as fully or partly paid-up;

35. To remunerate any person or company for the services rendered or to be rendered in acting as trustees for debentures, debenture stocks holders, or placing or assisting to place or guarantee the placing of any of the shares in the company's capital or debenture, debenture stock or other securities of the company or in or about the formation or promotion of the company or the conduct of its business or for guaranteeing the payment of such debentures or debenture stock and interest.

36. To insure any of the properties, undertakings, contracts, risks or obligations of the company in any manner whatsoever.

37. To give guarantee, and carry on and transact every kind of guarantee and counter guarantee business and in particular the payment of any principal monies, interest or other monies secured by or payable under debentures, bonds, debenture-stock, mortgage, charges, contracts, obligations, securities and instruments and the payment of dividends on and the repayment of the capital stocks, shares, securities and instruments of all kinds and descriptions.

38. To undertake and subscribe for, conditionally or unconditionally, stocks, shares and securities of any other company;

39. To issue derivatives or acquire and sell any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, incorporation or auction or otherwise and to subscribe for the same either conditionally or, otherwise, and to guarantee to the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof in furtherance of the objects of the Company.

40. To erect, construct, extend and maintain suitable building(s) or premises for the use by the Company or its members and for any other purposes of the Company and to alter, add, modify, change to or remove or replace or substitute, or augment space in any such building or buildings.

41. To acquire by purchase, taking on lease or hire purchase or on suppliers credit or otherwise and to develop any property movable or immovable and any rights or privileges necessary or convenient for the purposes of the company and in particular any land, buildings, easements or safe deposit vaults or depositories or custody facilities.

42. To sell, mortgage, exchange, lease, let, underlease or sub-let, grant licences, easement and other rights over, improve, manage, develop and turn to account and in any other manner deal with or dispose of the undertaking, investments, property, assets, rights and effects of the Company or any part thereof for such considerations as may be thought fit, including any stocks, shares or securities of any other company, whether partly or fully paid up.

43. To apply for, purchase or otherwise acquire any patents, brevets, inventions, licences, concessions, rights, privileges and the like conferring of any exclusive or limited right to use any secret or other information as to invention which may seem capable of being used for any of the purposes of the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licences, privileges in respect of or otherwise turn to account the property rights or information so acquired and to assist, encourage and spend money in making

experiments of all inventions, patents and rights which the Company may require or propose to acquire.

44. To appoint attorneys and agents whether on commission or otherwise and constitute agencies and sub-agencies of the Company in India and elsewhere,

45. To distribute any of the property of the Company in specie among the members in the event of winding up subject to the provisions of the Companies Act, 1956.

46. To train or pay for the training in India or abroad of any of the company's employees or any candidate in the interest of or for the furtherance of the company's objects.

47. To provide for the welfare of employees or ex-employees of the company and the wives and families or the dependents or connections of such person by building or contributing to the building of houses or dwellings or by grants of money pensions, allowances, bonus or other payments or by creating from time to time, subscribing or contributing to provident and other associations institutions funds or trustees and by providing or subscribing or contributing towards place of instruction and recreation hospitals and dispensaries medical and other attendance and other assistance as the company shall think fit.

48. To indemnify officers, Directors, promoters and servants of the company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done, for and in the interest of the Company or for any loss or damages or misfortune whatever happens in execution of duties of their offices or in relation thereto.

49. To do all such other things as are incidental or conducive to the above objects or any of them.

#### C. OTHER OBJECTS

50. To take part in the management, supervision or control of the business of operations of any company or undertaking and for that purpose to render technical and professional services and act as administrators or in any other capacity, and to appoint and remunerate any directors, administrators or accountants or other experts or agents for consideration or otherwise.

IV. The liability of the Members is limited.

V\* The Authorised Share Capital of the Company is Rs.45,00,00,000/- (Rupees Forty-five Crores only) divided into 4,50,00,000 (Four Crores and Fifty lakhs only) Equity shares of Rs. 10/- (Rupees Ten only) each, with power to increase or reduce the share capital of the Company from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf and subject to the provisions of the Act, the shares in the Capital of the Company for the time being whether original or increased or reduced may be divided into classes with any preferential, deferred, qualified or other rights, privileges, conditions or restrictions attached thereto whether in regard to dividend, voting, return of capital or otherwise.

\* Substituted vide resolution passed by the members at the 12th Annual General Meeting held on July 27, 2007.

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

Name, address and description of the Subscribers	Number of Equity Shares taken by each Subscriber	Signatures	Witnesses
1. National Stock Exchange of India Limited 1 <sup>st</sup> Floor, 'A' Wing Mahindra Towers, Worli, Bombay – 400 018 Represented by its Managing Director Dr. Ramchandra Hanmant Patil (S/o. Shri H.R. Patil) Occupation: Stock Exchange	THREE	For National Stock Exchange of India Ltd. Sd./- Managing Director	Sd/- Navnit Lal Bhatia 13, Hansika, 154-A, Garodia Nagar, Ghatkopar (East), Bombay- 400 077 Occupation: Professional
2. Shri. Ravi Narain. S/o. Late Shri. Dharam Narain B-221, Twin towers, Prabhadevi, Bombay-400 025. Occupation : Service	ONE	Sd./-	
3. Shri J. Ravichandran S/o. Shri S Jagannathan. Flat No.8, Silver Grill, 25-A, Kashinath Dhuru Road, Dadar (W), Bombay – 400 028 Occupation: Service	ONE	Sd./-	
4. Shri. K. Kumar S/o. Shri J. Kanakasabapathy 63, Samrat Ashok, 36, Poddar Road, Santa Cruz (W), Bombay – 400 054 Occupation: Service	ONE	Sd./-	
5. Shri. Raghavan Putran S/o. Shri Raghunath Harihara Putran, Flat No. 1 , First Floor, "Visranti", 526-A, 16 <sup>th</sup> Road, Khar (W), Bombay- 400 052 Occupation : Service	ONE	Sd./-	
6. Mrs. Chitra Ramkrishna W/o. Shri Ramkrishna, Twin Towers, 232, B- Wing, Prabhadevi Bombay- 400 025  Occupation : Service	ONE	Sd./-	



<p>7. Shri. Satish Vinayak Naralkar S/o. Shri Vinayak Narayan Naralkar, C/31, Mahalaxmi Society, Off Veera Desai Road, Andheri (W), Bombay- 400 058</p> <p>Occupation : Service</p>	ONE	Sd./-	
<p>8. Shri Ashish Kumar Chauhan S/o. Shri Manilal Mohanlal Chauhan 301, Parekh Plaza, Vallabhai Road, Ville Parle (W), Bombay- 400 052</p> <p>Occupation : Service</p>	ONE	Sd./-	
	10 (TEN)		

Date: August 3, 1995

Place: BOMBAY

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The Companies Act, 1956

Company Limited by Shares

Articles of Association

Of

National Securities Clearing Corporation Limited

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 the observances by the members thereof and their representatives, shall subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of, or addition to its regulations by Special Resolution, or as prescribed by the Companies Act, 1956 be such as are contained in these Articles.

#### INTERPRETATION:

1. In these presents, the following words and expressions shall have the following meaning unless excluded by the subject or the context,

(a) "The Act" or "the said Act" shall mean The Companies Act, 1956 and includes every statutory modification or replacement thereof, for the time being in force.

(b) "Bye-laws", "Rules" and "Regulations" shall mean the Bye-Laws, Rules and Regulations of the Corporation for the time being in force.

Explanation: 'Rules' shall include Memorandum and Articles of Association of the Company.

(c) "Company" shall mean "National Securities Clearing Corporation Limited".

(d) "Corporation" shall mean one or more undertakings of the Company wherein the business of the Company shall be conducted.

(e) "Board", "Board of Directors" or "the Directors" shall mean the Board of Directors of the Company or the Directors of the Company collectively.

(f) "Members of the Company" or "Members" shall mean the duly registered holders, from time to time, of the shares of the Company and include the subscribers to the Memorandum of Association of the Company.

(g) "The Office" shall mean the registered office for the time being of the Company.

(h) "Register" shall mean the register of the members to be kept pursuant to Section 150 of the Act.

(i) "Seal" shall mean the Common Seal for the time being of the Company.

(j) "Clearing Member of the Corporation" shall mean any person admitted to the clearing membership of the Corporation but does not denote the membership of the Company.

Explanation: There may be more than one class of clearing members of the Corporation as may be determined by the Board from time to time. A clearing member of the Corporation shall not have any rights as a member of the Company. A 'Clearing member of the Corporation is not necessarily required to be a member of the Company.

(k) "Writing" shall include printing, typewriting, lithography and any other usual substitutes for writing.

(o) "Year" shall mean "Financial Year of the Company".

2. (a) Words importing persons shall include companies, corporations, firms, joint families or joint bodies, association of persons, societies, trusts, public financial institutions, subsidiaries of any of the public financial institutions or banks or companies;

(b) Words importing the masculine gender shall include the feminine gender and vice versa and neutral gender in the case of companies, corporations, firms etc.

(c) Words importing the singular shall include the plural and vice versa.

(d) Unless otherwise defined in these presents or unless the context requires or indicates a different meaning, any words or expression occurring in these presents shall bear the same meaning as in the Companies Act, 1956 and the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, or any modifications or re-enactments thereof or any Rules, notifications, regulations, guidelines, circulars etc. framed thereunder.

(e) Marginal notes shall not affect the construction hereof.

## SHARE CAPITAL

### Capital

3. The Authorised Share Capital of the Company shall be of such amount and of such description as is stated for the time being or at any time, in the Company's Memorandum of Association and the Company shall have the power to increase or reduce the share capital from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf and subject to the provisions of the Act, the shares in the Capital of the Company for the time being whether original or increased or reduced may be divided into classes with any

preferential, deferred, qualified or other rights, privileges, conditions or restrictions attached thereto whether in regard to dividend, voting, return of Capital or otherwise.

Register of Members and Debenture-holders, etc.

4. The Company shall cause to be kept a Register of Members, an Index of members, a Register of Debenture-holders and an Index of Debenture-holders in accordance with Sections 150,151 and 152 of the Act.

Inspection of Register of Members and Debenture holders, etc.-

5. The Register of Members, the Index of Members, the Register and Index of Debenture-holders, copies of all Annual Returns prepared under Section 159 of the Act, together with the copies of certificate and documents required to be annexed thereto under Section 161 of the Act shall, except when the Register of Members or Debenture-holders is closed under the provisions of the Act or these presents, be open during business hours, (subject to such reasonable restriction as the Company may impose) to inspection of any Member or Debenture- holder gratis and to inspection of any other person on payment of such sum as may be prescribed by the Act for each inspection. Any such Member or person may take extracts therefrom on payment of such sum as may be prescribed by the Act.

The Company to send extracts of Register, etc.

6. The Company shall send to any Member, Debenture-holder or other Person on request, a copy of the Register of Members, the Index of Members, the Register and Index of Debenture-holders or any part thereof required to be kept under the Act, on payment of such sum as may be prescribed by the Act. The copy shall be sent within a period of ten days, exclusive of non-working days, commencing on the day next after the day on which the requirement is received by the Company.

Restriction on allotment

7. The Board shall observe the restriction as to allotment contained in Section 69 and 70 of the Act and shall cause to be made the returns as to allotment provided for in Section 75 of the Act.

Shares at the disposal of the Governing Board

8. Subject to the provisions of the Act and these presents, the shares in the Capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Director who may allot or otherwise dispose off the same or any of them to such persons in such proportions and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 79 of the Act) at a discount and at such times as they may from time to time think fit and proper;

Provided that option or right to call shares shall not be given to any person except with the sanction of the Company in General Meeting.

Board may allot shares as fully paid-up or partly paid-up

9. Subject to the provisions of the Act and these presents the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery supplied or for services rendered to the Company and any shares which may be so allotted may be issued as fully paid-up or partly paid-up and if so issued shall be deemed to be fully paid-up shares or partly paid-up shares.

Acceptance of Shares

10. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these presents; and any person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purpose of these presents be a Member.

Deposits and calls, etc. to be a debt payable immediately

11. The money, (if any), which the Board shall, on allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall, immediately on insertion of the name of allottee in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

Instalments on shares

12. If, by the conditions of allotment of any shares, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, shall be the registered holder of such share or his legal representative.

Calls on shares of the same class to be on uniform basis

13. Where any calls for further share capital are made on shares, such call shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article, shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

Company not bound to recognise any interest in shares other than that of the registered holders

14. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any shares as the absolute owner thereof and accordingly shall not (except as ordered by a

Court of Competent jurisdiction or as by law required) be bound to recognize any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

Company's funds may not be applied in purchase of or lent on shares of the Company

15. Except to the extent permitted by Section 77 of the Act no part of the funds of the Company shall be employed in the purchase of or lent on the security of the shares of the Company.

Buy back of own shares or securities

15A. \*Notwithstanding anything contained in these articles, the Company may, when and if thought fit, buy back such of the Company's own equity shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be required under the provisions of section 77A and other applicable provisions of the Act.

\*Inserted vide special resolution passed by the members at the 9<sup>th</sup> Annual General Meeting held on June10, 2004.

Liability of Members

16. Every member shall pay to the Company the portion of the capital represented by his share or shares, which may for the time being remain unpaid thereon, in such amounts at such time or times and in such manner as the Board shall, from time to time, require or fix payment thereof.

Trusts not recognised

17. Except as ordered by a Court of Competent Jurisdiction or as provided by the Act, no notice of any trust, expressed or implied or constructive, shall be entered on the Register of Members or of Debenture-holders of the Company.

#### UNDERWRITNG COMMISSION

Commission for placing of shares

18. (i) The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock or any other security of the Company or for procuring or agreeing to procure subscriptions (whether absolute or conditional) for any share debentures or debenture stock or any other security of the Company but so that if the commission in respect of shares shall be paid or payable out of capital the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed the rates prescribed by the Act. The Commission may be paid or satisfied in cash or in shares, debenture or debenture stock

of the Company.

#### Brokerage

(ii) The Company may also, on issue of such shares pay such brokerage as may be permissible under the Act.

## CERTIFICATES

#### Certificates how to be issued

19. The certificate of title to shares shall be issued under the Seal of the Company and shall bear the signature of two Directors or persons acting on behalf of the Directors under a duly constituted Power of Attorney or some other persons appointed by the Board for the purpose. The certificate of such shares shall subject to provisions of Section 113 of the Act be delivered in accordance with the procedure laid down in Section 153 of the Act within three months after the allotment or within two months after the application for the registration of the transfer of such share as the case may be;

Provided always that notwithstanding anything contained in this Articles, the certificate of title to share may be executed and issued in accordance with such other provisions of the Act or Rules made thereunder, as may be in force for the time being and from time to time.

#### Dematerialisation of equity shares

19A\*. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996. In respect of the securities so dematerialised, the provisions of the Depositories Act, 1996 and the relevant regulations shall apply.

\*Amended vide special resolution passed by the members at the Extraordinary General Meeting held on September 27, 2012.

#### Member's right to Certificates

20. Every Member shall be entitled without payment to one certificate for all the shares of each class or denomination registered in his name or, if the Directors so approve (upon paying such fee or fees or at the discretion of the Directors without payment of fees as the Directors may from time to time determine) to several certificates each for one or more shares of each class. Every certificate of shares shall contain such particulars and, shall be in such form as prescribed by the Companies (Issue of certificates) Rules, 1960 or any other Rules in substitution or modification thereof. Where a Member has transferred a part of the shares comprised in his holding he shall be entitled to a certificate for the balance without charge.

As to issue of new certificate in place of one defaced, lost or destroyed

21.(1) A certificate may be renewed or a duplicate of a certificate may be issued if (a) such certificate(s) is proved to have been lost or destroyed, or (b) having been defaced or mutilated or torn, is surrendered to the Company or (c) has no further space on the back thereof for endorsement or transfer.

(2) The manner of issue or renewal of a certificate or issue of a duplicate thereof, the form of a certificate (origin or renewed) or of a duplicate thereof, the particulars to be entered in the Register of Members or in the Register of renewed or duplicate certificates, the form of such Registers, the fee on payment of which the terms and conditions on which a certificate may be renewed or a duplicate thereof may be issued, shall be such as prescribed by the Companies (Issue of Share Certificates) Rules, 1960 or any other Rules in substitution or modification thereof.

## CALLS

### Calls

22. The Directors may, from time to time, make such calls as they think fit upon the Members in respect of all monies unpaid on the shares held by them respectively 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 person and at the times and places appointed by the Directors. A call may be made payable by installments.

### Notice of call

23. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed and may be made payable by Members on the Register of Members on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Directors.

24. Not less than fourteen days' notice of every call shall be given specifying the time of payment provided that before the time for payment of such call the Directors may, by notice in writing to the Members, revoke the same.

### Board may extend time

25. The Directors may from time to time, at their 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 the Directors may deem entitled to such extension save as a matter of grace and favour.

### Liability of Joint-holders

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



Amount payable at fixed time or by installments as calls

27. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed times, whether on account of the amount of the share or by way of premium, every such amount or installments shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall relate to such amount or installments accordingly.

When interest on call or installment payable

28. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof the holders for the time being or allottee of the share in respect of which a call shall have been made or the installment shall be due shall pay interest on the same at such rate as the Directors shall fix from time to time from the day appointed for the payment thereof to the time of actual payment, but the Directors may waive payments of such interest wholly or in part.

Partial payment not to preclude forfeiture

29. Neither a judgment nor a decree in favour of the Company for calls or other monies due in respect of any shares nor any payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from the Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any money shall preclude the forfeiture of such shares as herein provided.

Payment in anticipation of calls may carry interest

30. The Directors may, if they think fit receive from any Member willing to advance the same all or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the moneys so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made the Company may pay interest at such rate as the Member paying such sum in advance and the Directors agree upon and the Directors may at any time repay the amount so advanced upon giving to such Member one month's notice in writing.

Members not entitled to privilege of membership until all calls are paid

31. No Member shall be entitled to receive any dividend or exercise any privilege as a Member until he shall have paid all calls from the time being due and payable on every share held by him, whether alone or jointly with any person, together with interest and expenses if any.

If call or installment not paid notice must be given

32. If any Member fails to pay the whole or any part of any call or installment of any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of same, the directors may at any time thereafter during such time as the call or installment or any part thereof or other monies remain unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part serve a notice on such Member or on the person (if any) entitled to the share by transmission requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that have accrued and all expenses (legal or otherwise) that may have been paid or incurred by the Company by reason of such non-payment.

Form of Notice

33. The notice shall name a day not being less than fourteen days from the day of the notice and the place or places on and at which such call or installment or such part or other moneys as aforesaid and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the share in respect of which the call was made or installment is payable will be liable to be forfeited.

In default of payment, shares to be forfeited

34. If the requisitions of any such notice as aforesaid are not complied with, any of the shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interest and expenses or the money due in respect thereof, be forfeited by resolution of the Directors to the effect. Such forfeiture shall include all dividends declared in respect of the forfeiture shares and not actually paid before the forfeiture, subject to Section 205-A of the Act.

Entry of forfeiture on Register of Members

35. When any share shall have been so forfeited an entry of the forfeiture with the date thereof shall be made in the Register of Members.

Forfeited shares to be property of the Company and may be sold, etc.

36. Any share so forfeited shall be deemed to be the property of the Company and may be sold reallocated or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Directors shall think fit.

Power to annul forfeiture

37. The Directors may at any time before any share so forfeited shall have been sold, reallocated or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.

Shareholders still liable to pay money owing at time of forfeiture and interest.

38. Any Member whose share have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the company all calls, installments, interest, expenses and other monies owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment, at such rates as may be prescribed by the Directors and the Directors may enforce the payment of the whole or a portion thereof if they think fit but shall not be under any obligation to do so.

#### Company's lien on shares

39. The Company shall have no lien on its fully paid shares. In the case of partly paid up shares, the Company shall have a first and paramount lien only for all monies called or payable at a fixed time in respect of such shares. Any such lien shall extend to all dividends, from time to time, declared in respect of such shares subject to Section 205 of the Act. 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.

#### As to enforcing lien by sale

40. For the purpose of enforcing such lien, the Directors may sell the shares subject thereto in such manner as they think fit, but no sale be made unless certain sum in respect of which the lien exists is presently payable nor until notice in writing of the intention to sell shall have been served on such Member or the person (if any) entitled by transmission to the share and default shall have been made by him in payment of the sum presently payable for seven days after such notice.

#### Application of proceeds of sales

41. The net proceeds of any such sale after payment of the costs of such sale shall be applied in or towards the satisfaction of the debt or liability in respect whereof the lien exists so far as the same is presently payable and the residue (if any) paid to the Member or the person (if any) entitled to the transmission of the shares so sold.

#### Certificate of forfeiture

42. A certificate in writing under the hands of any Directors, Manager or the Secretary of the Company that the call in respect of a share was made, and that the forfeiture of the share was made, by a resolution of the Directors to that effect, shall be conclusive evidence of the fact stated therein as against all persons entitled to such share.

#### Title of purchaser and allottee of forfeited shares

43. The Company may receive the consideration, if any, given for the share on any sale, allotment or other disposition thereof and the person to whom such share is sold allotted or disposed of may be registered as the holder of the

share and such person shall not be bound to see the application of the consideration, 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, reallocation or other disposal of the share and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

#### Application of the forfeiture provisions

44. The provisions of these presents as to the forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share become payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.

### TRANSFER AND TRANSMISSION OF SHARES

#### Form of Transfer

45. The instrument of transfer of any share shall be in writing in the form prescribed under Section 108 (1-A) of the Act.

#### Execution of instrument of transfer

46. Every such instrument of transfer shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of members in respect thereof.

47. The Company, the transferor and the transferee of the shares shall comply with provisions of sub-sections (1), (1-A) and (1-B) of Section 108 of the Act.

#### Transfer instrument to be presented with evidence of title

48. Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by the relative share certificates and such evidence as the Board may require to prove the title of the transferor, his right to transfer of shares and generally under and subject to such conditions and regulations as the Board shall from time to time, prescribe and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of Directors, subject to the provisions of law.

#### Title of shares of deceased member

49. The executors or administrators or holders of a succession certificate or the legal representative of a deceased (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the shares registered in the name of such member and Company shall not be bound to recognize such executors or administrators or holders of succession certificate or the legal representatives unless they shall have first obtained Probate or Letters of

Administration or Succession Certificate or other legal representation as the case may be, from a duly constituted court in the Union of India provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of probate or letters of Administration or Succession certificate, upon such terms as to indemnity or otherwise as the Board, in its absolute discretion may think necessary and under Article 51 register the name of any person who claims to be absolutely entitled to the shares standing in the name of the deceased member as a member.

Insolvency or liquidation of one or more joint holders of the shares

50. In the case of insolvency or liquidation of one or more of the persons named in the Register of Members as the joint-holders of any share, the remaining holder or holders shall be the only persons recognised by the Company as having any title to, or interest in, such share, but nothing herein contained shall be taken to release the estate of the person under insolvency or liquidation from any liability on shares held by him jointly with any other person.

Registration of persons entitled to shares otherwise than by transfer

51. Subject to the provisions of the Act, any person becoming entitled to shares in consequence of insolvency or liquidation of any Member, by any lawful means other than by a transfer in accordance with this Articles, may, with the consent of the Board, which it shall not be under any obligation to give and, upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title as the Board thinks sufficient either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board of Directors registered as holder of such shares;

Provided nevertheless, that the person who shall elect to have his nominee registered shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the shares.

Fee on transfer or transmission

52. No fee shall be payable to the Company in respect of the transfer or transmission of any shares in the Company.

Register of Transfers to be kept.

53. The Company shall keep a book, to be called the "Register of Transfer" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share.

Closure of transfer books

54. The Board shall have power on giving seven days previous notice by advertisement in some newspaper circulating in the district in which the Registered

Office of the Company is situated to close the Transfer Books, the Register of Member or Register of Debenture Holders at such time or times and for such period or periods not exceeding thirty days at a time and not exceeding in aggregate forty-five days in each year as it may deem expedient.

Directors may refuse to register transfers

55. Subject to the provisions of Section 111 of the Companies Act, 1956, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a member therein, or debentures of the Company, and the Company shall within two months from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be giving reasons for such refusal.

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

Rights to shares through transmission by operation of law

56. Nothing contained in Article 48 shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.

Transfer by legal representative

57. A transfer of shares or other interest in the Company of a deceased member thereof made by legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a Member at the time of the execution of the instrument of transfer.

Company's power to refuse transfer

58. Nothing in these presents shall prejudice the powers of the Company to refuse to register the transfer of any shares.

Transferor liable until the transferee entered on register

59. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered into the Register of Members in respect thereof.

Custody of transfer

60. The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All the instruments of transfer which the Director

may decline to register shall on demand be returned to the person depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine.

The Company not liable for disregard of a notice

61. The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by the 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 same shares notwithstanding that the Company may have had notice of such equitable right title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to them of any equitable title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred in some book of the company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit

Transfer of Debentures

62. The provisions of these Articles shall mutatis mutandis; apply to the allotment and transfer of or the transmission by law of the right to Debentures of the Company.

\*# 63 (1) Issue, acquisition and holding of shares subject to SEBI Regulations

Notwithstanding anything to the contrary contained in these Articles, the provisions of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 or any modification thereto, as the case may be, shall apply in respect of issue, acquisition and holding of equity shares of the Company.

(2) Restriction on the transfer

As provided in the foregoing Articles and without prejudice to the provisions of Article 55, a member shall be at liberty to transfer the share:

Provided however that the Board may refuse the transfer if in its opinion –

(a) the transfer is being made otherwise than in accordance with relevant SEBI circulars and directives besides the provisions of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 or any modification thereto, as the case may be, or

(b) the transfer, if made, will not be in the interest of the Company.”

\*Amended vide special resolution passed by the members at the Extraordinary General Meeting held on September 27, 2012.

# Amended again vide special resolution passed by the members at the Extraordinary General Meeting held on August 14, 2013.

## CONVERSION OF SHARES INTO STOCK

### Conversion of shares into stock and reconversion

64. The Directors with the sanction of a resolution of the Company in General Meeting may convert any paid-up shares into stock and may convert any stock into paid-up shares of any denomination. When any shares have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein or any part of such interest in the same manner and subject to the same regulations as and subject to which fully paid-up shares in the Company's capital may be transferred or as near thereto as circumstances will admit.

### Rights of stockholders

65. The stock shall confer on the holders thereof respectively the same privileges and advantages as regards voting at meeting of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock is converted but so that none of such privileges or advantages, except the participation in profits of the Company or in assets of the Company on winding up, shall be conferred by any such shares allotted part of stock as would not if existing in shares have conferred such privileges or advantages. Such conversion shall not affect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid all the provisions herein contained shall, so far as circumstances shall admit, apply to stock as well to the shares.

## INCREASE, REDUCTION AND ALTERATION OF CAPITAL

### Increase of Capital

66. The Company may from time to time in General Meeting increase its Authorised Share Capital by issuing further shares of such amount as it thinks expedient.

### Further issue of capital

67. The new shares (resulting from an increase of capital as aforesaid) may, subject to the provisions of the Act and these presents, be issued or disposed of by the Company in the General Meeting or by the Directors under their powers in accordance with the provisions of Article 8 and 9 and the following provisions:-

(A) (i) Such new shares shall be offered to the persons who at the date of the offer are holders of the equity shares of the Company in proportion as nearly as circumstances admit to the capital paid-up on those shares at the date;

(ii) The offer aforesaid shall be made by 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;

(iii) 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 referred to in sub-clause (ii) shall contain a statement of this right;

(iv) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company;

(B) Nothing in sub-clause (iii) of Clause (A) shall be deemed:-

(i) To extend the time within which the offer should be accepted; or

(ii) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

#### Shares under control of General Meeting

68. In addition to and without derogating from the powers for the purpose conferred on the Directors under Article 8, the Company in the General Meeting may in accordance with the provisions of Section 81 of the Act determine that any shares (whether forming part of the original capital of the Company or not) shall be offered to such persons (whether Members or holders of Debentures of the company or not) in such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 79 of the Act) at a discount, as such General Meeting shall determine.

#### Same as original capital

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

#### Reduction of capital

70. The Company from time to time by Special Resolution reduce its share capital (including the Capital Redemption Reserve Account if any) in any way authorised by law and in particular may pay off any paid up share capital upon the footing that it may be called up again or otherwise and if and so far as necessary alter its Memorandum by reducing the amount of its share capital and of its share accordingly.

#### Division and sub-division

71. The Company may in the General Meeting by Ordinary Resolution alter the conditions of its Memorandum as follows:-

(a) Consolidate and divide all or any of its shares into shares of larger amount than its existing shares.

(b) Sub-divide shares or any of them into shares of smaller amount than originally fixed by the Memorandum subject nevertheless to the provisions of the Act in that behalf. Subject to these presents, the resolution by which any shares are sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of such shares may be given any preference or advantage or otherwise over the others or any other such shares.

(c) Cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of the shares so cancelled

#### JOINT HOLDERS

##### Joint Holders

72. Where two or more persons are registered as the holders of any share the person first named in the Register of Members shall be deemed the sole holder for matters connected with the Company subject to the following and other provisions contained in the Articles:

(a) The Company shall be entitled to decline to register more than four persons as the joint holders of any share.

(b) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.

(c) on the death of any such joint holders, the survivor(s) shall be the only person(s) recognised by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and 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(s).

(d) Any one of such joint holders may give effectual receipts for any dividends or other monies payable in respect of such share.

(e) Only the person whose name stands first in Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive document (which expression shall be deemed to include all documents mentioned in Article 187) from the Company and any notice given to or document served on such person shall be deemed service on all the joint holders.

(f) Any one of two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the Register

in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint holder shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holders present by attorney or proxy stands first or higher (as the case may be) in the Register in respect of such shares.

## BORROWINGS POWERS

Conditions on which money may be borrowed

73. Subject to the provisions of Section 58A, 292 and 293 of the Act, the Board may from time to time, by a resolution passed at a Meeting of the Board accept deposits or borrow moneys from members, either in advance of calls or otherwise or accept deposits from public and may generally raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds perpetual or redeemable debentures or debenture stock, or any mortgage or charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

Bonds Debenture etc. to be subject to control of Directors

74. Any bonds, debentures, debentures stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Securities may be assignable free from equities

75. Debenture, debenture stock, bonds or other securities may be assignable free from any equities between the Company and the person to whom the same may be issued.

Issue at discount, etc. or with special privileges

76. Any bonds, debentures, debenture stocks or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawing, allotment of shares, attending at General Meetings of the Company, appointment of Directors and otherwise.

Mortgage of uncalled capital

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

Indemnity may be given

78. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

Register of charges to be kept

79. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 143 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company, and shall duly comply with the requirements of the said Act in regard to registration of mortgages and charges and in regard to inspection to be given to creditors or Members of the Register of Charges and copies of instruments creating charges. Such sums as may be prescribed by the Act shall be payable by any person other than a creditor or Member of the Company for each inspection of the Register of Charges.

## MEETINGS

Annual General Meeting

80. (a) (i) The Company shall, in addition to any other meeting hold a general meeting which shall be styled as "Annual General Meeting" at the intervals and in accordance with the provisions, specified below:

(ii) The Annual General Meeting of the Company, subsequent to the first Annual General Meeting shall be held by the Company within six months after the expiry of the financial year in which the first General Meeting was held; and thereafter an Annual General Meeting shall be held in each year by the Company within six months after the expiry of each financial year;

(iii) Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next;

(b) Every Annual General Meeting shall be called for a time during business hours on a day that is not a public holiday, and shall be held either at the Registered Office of the Company or at some other place within the city where the registered office is situated and the notices calling the meeting shall specify it as Annual General Meeting.

Extra-Ordinary General Meeting

81. All general meetings other than Annual General Meeting shall be called Extra-Ordinary General Meetings.

## Calling of Extra-Ordinary General Meeting

82. (a) The Board may whenever they think fit, and shall, on the requisition of such number of Members of the Company as is hereinafter specified, forthwith proceed to call an Extra-ordinary General Meeting of the Company and in case of such requisition the following provision shall apply :

(b) The requisition shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company.

(c) The requisition may consist of several documents in like form each signed by one or more requisitionists.

(d) The number of Members of the Company entitled to requisition a meeting in regard to any matter shall be such number of them as hold at the date of deposit of the requisition, not less than one-tenth of such of the paid-up capital of the Company as at the date carries the right of voting in regard to that matter.

(e) Where two or more distinct matters are specified in the requisition, the provisions of clause (d) shall apply separately in regard to each such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that sub-article is fulfilled.

(f) If the Board does not, within twenty one days from the date of deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than forty five days from the deposit of the requisition, the meeting may be called by such of the requisitionists as represent either majority in value of the paid-up share capital held by all of them or not less than one-tenth of such of the paid-up share capital of the Company as is referred to in Clause (d) whichever is less. However, for the purpose of this Clause the Board shall, in the case of a meeting at which a resolution is to be proposed as a Special Resolution give, such notice thereof as is required by the Act;

(g) a meeting called under clause (f) by the requisitionists or any of them:

(i) shall be called in the same manner, as nearly as possible, as that in which the meetings are to be called by the Board, but

(ii) shall not be held after the expiration of three months from the date of the deposit of the requisition; Provided that nothing contained in this sub-clause (ii) shall be deemed to prevent a meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period;

(h) Where two or more persons hold any shares or interest in the Company jointly, a requisition, or a notice calling a meeting, signed by one or some only of them shall, for the purposes of this Article have the same force and effect as if it

had been signed by all of them.

(i) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to call a meeting shall be reimbursed to the requisitionists by the Company, and any sum so reimbursed shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.

#### Notice of Meeting

83. (a) A General Meeting of the Company may be called by giving not less than twenty one days' notice in writing;

(b) A General Meeting may be called after giving shorter notice than that specified in Clause (a) if consent is accorded thereto;

(i) in the case of an Annual General Meeting by all the Members entitled to vote thereat, and

(ii) in the case of any other meeting by Members of the Company holding not less than ninety five per cent of such part of the paid-up share capital of the Company as gives them a right to vote at the meeting.

Provided that where any Members of the Company are entitled to vote only on some resolution to be moved at a meeting and not on the others, those members shall be taken into account for the purposes of this sub clauses in respect of the former resolution or resolutions and not in respect of the latter.

Consent and manner of service of notice and persons on whom it is to be served

84. (a) Every Notice of a meeting of the Company shall specify the place and the day and the hour of the meeting, and shall contain a statement of business to be transacted thereat;

(b) Notice of every meeting of the Company shall be given

(i) to every Member of the Company in any manner authorised by Section 53 of the Act;

(ii) to the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representative of the deceased, or assignees of the insolvent or by any like description at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and

(iii) to the Auditor or Auditors for the time being of the Company in any manner authorised by Section 53 of the Act in the case of any Member or Members of the

Company;

Omission to give notice not to invalidate proceedings at the meeting.

(c) The accidental omission to give notice to or the non-receipt of notice by, any Member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

#### Business at General Meeting

85. (a) In the case of an Annual General meeting all business to be transacted at the meeting shall be deemed special, with the exception of business relating to :

(i) the consideration of accounts, Balance sheet and reports of the Board of Directors and Auditors;

(ii) the declaration of dividend;

(iii) the appointment of Directors in the place of those retiring; and

(iv) the appointment of and fixing the remuneration of the Auditors.

(b) In the case of any other meeting all business shall be deemed special.

(c) Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, there shall be annexed to the notice of meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, if any, therein, of every Director, and the Manager, if any.

Provided that where any item of Special business as aforesaid to be transacted at a meeting of the Company relates to, or affects any other company, the extent of shareholding interest in that other company of every Director and the manager, if any, of the Company shall also be set out in the statement if the extent of such shareholding interest is not less than twenty percent of the paid-up capital of that other Company.

(d) Where any item of business consist of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

#### Ordinary and Special Resolution

86. (1) A resolution shall be an Ordinary Resolution when at a general meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands, or on a poll, as the case may be), in favour of the resolution (including the casting vote, if any, of the Chairman) by Members who, being entitled to do so, vote in person or where proxies are allowed, by proxy exceed the votes, if any, cast against the resolution by Members entitled and

voting.

(2) A resolution shall be a Special Resolution when:-

(a) the intention to propose the resolution as a Special Resolution has been duly specified in the notice calling the General Meeting or other intimation given to the Members of the resolution.

(b) The notice required under the Act has been duly given of the General Meeting; and

(c) The votes cast in favour of the resolution (whether on show of hands, or on a poll as the case may be), by Members who, being eligible so to do vote in person, or where proxies are allowed, by proxy, are not less than three times the number of votes, if any, cast against the resolution by Members so entitled and voting.

Resolution requiring Special Notice

87. (1) Whereby any provisions contained in the Act or in these presents, Special Notice is required of 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.

(2) 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.

## PROCEEDINGS AT GENERAL MEETING

Quorum at General Meeting

88. Five Members personally present shall be a quorum for a General Meeting and no business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.

Business confined to election of Chairman whilst chair vacant

89. No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant.

90. The Chairman of the Board shall be entitled to take the Chair at every General Meeting. If there be no Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act as Chairman of the meeting and on default of their doing



so, the Members present shall choose one of the Directors to take the Chair and if no Director present be willing to take the Chair, the Members present shall choose one of their number to be the Chairman of the Meeting.

#### Proceedings when quorum not present

91. If within half an hour after the time appointed for the holding of a General Meeting a quorum be not present the meeting if commenced on the requisition of shareholders shall be dissolved and in any other case 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 time and place as the Directors may determine. If at such adjourned meeting also a quorum be not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum and may transact the business for which the meeting was called.

#### Adjourned Meeting

92. The Chairman with the consent of 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 business which might have been transacted at the meeting from which the adjournment took place. No notice of adjourned meeting shall be necessary to be given unless the meeting is adjourned for more than thirty days.

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

93. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result on the show of hands) demanded in the manner hereinafter mentioned, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book of the proceedings of the Company shall conclusive evidence of the fact or against such resolution.

#### Demand for poll

94. (a) Before or on the declaration of the result or 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:-

- (i) 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
- (ii) on which an aggregate sum of not less than fifty thousand rupees has been paid-up.

(b) The demand for a poll, may be withdrawn at any time by the person who made the demand.

#### Time of taking poll

95. (a) If a poll is demanded on the election of a Chairman or on a question of adjournment, it shall be taken forthwith and without adjournment.

(b) A poll demanded on any other question shall be taken at such time not being later than forty eight hours from the time when the demand was made, as the Chairman may direct.

#### Rights of Members to use his votes differently

96. On a poll taken at a meeting of the Company, a Member entitled to more than one vote, or his proxy or other persons 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.

#### Scrutinisers at poll

97 (a) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutineers to scrutinise the votes given on the poll and to report thereon to him;

(b) The Chairman shall have power, at any time before the result of the poll is declared, to remove a scrutineer from office and to fill vacancies in the office of the scrutineer arising from such removal or from any other cause.

(c) Of the two scrutineers appointed under this Article, one shall always be a member (not being an Officer or employee of the Company) present at the Meeting, provided that such a member is available and willing to be appointed.

#### Manner of taking poll and result thereof

98 (a) Subject to the provisions of the Act, the Chairman of the meeting shall have the power to regulate the manner in which a poll shall be taken,

(b) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

#### Motion how decided in case of equality of votes

99. In the case of equality of votes, whether in show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which a poll is demanded, shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.

#### Demand of poll not to prevent transaction of other business

100. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

#### Minutes of General Meetings

101. The Company shall cause minutes of all proceedings of General Meetings to be entered in the books kept for that purpose. The Minutes of each Meeting shall contain a fair and correct summary of the proceedings thereat. All the appointment of officers made at any of the Meetings shall be included in the minutes of the meeting. Any such meetings, if purported to be signed by the Chairman of the Meeting at which the proceedings took place or in the event of the death or inability of that Chairman by a Director duly authorised by the Board for the purpose, shall be evidence of the proceedings.

#### Inspection of Minutes books

102. The books containing minutes of proceedings of General Meetings of the Company shall be kept at the Registered Office of the Company and shall be open to the inspection of any member without charges between 11 a.m. and 2.00 p.m. on all working days.

#### Copies of Minutes

103 Any Member shall be entitled to be furnished within seven days after he had made a request in that behalf to the Company with copy of any minutes referred to above at such charges as may be prescribed by the Act.

### VOTES OF MEMBERS

104. (a) Upon a show of hands every Member of the Company entitled to vote and present in person or by attorney or proxy shall have one vote.

(b) Upon a poll every Member of the Company who being an individual is present in person or by attorney or by Proxy or being a Corporation is present by a representative or proxy shall have a voting right in proportion to his share of the Paid-up Capital of the Company

#### Voting by Corporations

105. Any Member who is a Corporation present by a representative duly authorised by resolution of the Directors or other governing body of such corporation in accordance with the provisions of Section 187 of the Act may vote on a show of hands as if he was a Member of the Company. The production at the Meeting of such resolution duly signed by one director of such Corporation or by a member of its governing body and certified by him as being a true copy of the resolution shall on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment.

No Member to vote unless calls are paid up.

106. Subject to the provision of the Act, no Member shall be entitled to be present or to vote at any General Meeting either personally or by proxy or attorney or as a proxy or as attorney in respect of shares registered in his name, on

which calls or other sum shall be overdue and payable to the company in respect of any of the shares of such Members for more than one month

#### Qualification of Proxy

107. (a) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself but a proxy so appointed shall not have any right to speak at the meeting.

(b) In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself and that a proxy need not be a member.

#### Votes may be given by proxy or attorney

108. Votes may be given either personally or by attorney or by proxy or in case of a corporation also by a representative duly authorised as aforesaid.

#### Execution of instrument of proxy

109. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney or if such appointer is a company or corporation under its common seal or under the hand of a person duly authorised by such company or corporation in that behalf or under the hand of its attorney who may be the appointer.

#### Deposit of instrument of appointment and inspection

110 (i) No person shall act as proxy unless the instrument of his appointment and the power of attorney or other authority if any under which it is signed of a notarially certified copy of that power of authority shall be deposited at the Office at least forty eight hours before the time of holding the meeting at which the person named in the instrument of proxy proposes to vote and in default the instrument appointing the proxy shall not be treated as valid. No attorney shall be entitled to vote unless the Power of Attorney or other instrument appointing him as attorney or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty eight hours before the time of the meeting at which the attorney proposes to vote or is deposited at the office not less than forty eight hours before the time of same meeting as aforesaid

(ii) Notwithstanding that a power of Attorney or other authority has been registered in the records of the company, the company may by notice in writing addressed to the Member of that attorney at least seven days before the date of a meeting require him to produce the original Power of Attorney of authority and unless the same is thereupon deposited with the Company not less than forty eight hours before the time fixed for the meeting the attorney shall not be entitled to vote at such meeting unless the Directors in their absolute discretion excuse such non production and deposit.

(iii) 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 that not less than three days notice in writing of the intention so to inspect is given to the Company

#### Custody of the Instrument

111. If any such instrument of appointment be confined to the object of appointing a proxy or substitute for voting at meeting of the Company it shall remain permanently or for such time as the Director may determine, in the custody of the Company, and if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in custody of the Company

#### Instrument appointing Proxy

112. Every instrument of proxy whether for a specified meeting or otherwise shall be in writing under the hand of the appointee or his attorney authorised in writing or if such appointer is a Corporation, under its Common Seal or the hand of an officer or an attorney duly authorised by it and shall as nearly as circumstances will admit be in the form specified in Scheduled IX of the Act.

#### Validity of votes given by proxy notwithstanding death of Member, etc.

113. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the Proxy or of any power of attorney under which such proxy was signed to the transfer of the shares in respect of which the vote is given provided that no intimation in writing of the death, revocation or transfer shall have been received at the office before the meeting.

#### Time for objections to votes

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

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

115. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

## DIRECTORS

### Number of Directors

#116 Unless otherwise determined by a General Meeting of the members of the Company, the number of Directors shall not be less than three or more than twelve including Public Interest Directors, Shareholder Directors (including employee Directors) and the Managing Director and the number of Directors may be increased beyond twelve with the approval of the Central Government.

# Amended vide special resolution passed by the members at the Extra-ordinary General Meeting held on August 14, 2013.

#116A Notwithstanding anything to the contrary contained in these Articles, directives issued by SEBI and/ or provided in the Rules from time to time with regard to composition of the Board, general requirements related to manner of appointment of directors, chief executive, code of conduct and other incidental and consequential matters relating to governance of the Company shall be complied with.

# Inserted vide special resolution passed by the members at the Extra-ordinary General Meeting held on August 14, 2013.

117. The persons hereinafter named are the first Directors of the Company

1. Dr. R.H.Patil
2. Mr. Ravi Narain
3. Mr. Raghavan Putran

118. (A) Any Trust Deed or Loan Agreement covering the issue of debentures of the Company, or loans advanced to the Company, may provide for the appointment of a Director (in these presents referred to as the Debenture Director) for and on behalf of the Debenture- Holders/ Lenders for such period as is therein provided, not exceeding the period for which the Debentures or any of them shall remain outstanding or the loan remains unpaid, and for the removal from office of such Debenture Directors, and on vacancy being caused, whether by resignation, death, removal or otherwise for appointment, of a Debenture Director in the vacant place. The Debenture Director shall not be liable to retire by rotation.

### Managing Director/ Whole-time Director

\*119 (i) Subject to the provisions of the Act and the approval of the Securities and Exchange Board of India, the Board of Directors may, from time to time, appoint or reappoint one or more of their body to be a Managing Director or Managing Directors or Whole-time Director or Whole-time Directors by whatever name he or they are called, of the Company, on such conditions and for such terms not exceeding five years at a time as they may think fit.

(ii) Subject to the provisions of the Act, and these presents a Managing Director or a Whole-time Director shall not, whilst he continues to hold that office, be subject to retirement by rotation under Article 131 but shall, subject to the provisions as to the resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or Whole-time Director if he ceases to hold the office of a Director for any cause.

(iii) Subject to the provisions of the Act, Directors may, from time to time, entrust and confer upon the Managing/ Whole-time Director(s) for the time being such of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit either collaterally with, or to the exclusions of their power and from time to time revoke, withdraw, alter or vary all or any of such powers.

\* Inserted vide special resolution passed at the Extraordinary General Meeting held on September 11, 2000.

#Amended vide special resolution passed by the members at the Extra-ordinary General Meeting held on August 14, 2013.

#### Alternate Director

120. (i) Subject to Section 313 of the Act, the Board of Directors may appoint an Alternate Director to act for a Director (hereinafter in this Article called "the original Director") at his suggestion or otherwise, during his absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held.

(ii) An alternate Director appointed under clause (a) shall not hold office for a period longer than 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 state in which meetings of the Board are ordinarily held.

(iii) If the term of office of the original Director is determined before he so returns to the State aforesaid any provision for the automatic reappointment of the retiring Directors in default of another appointment shall apply to the original and not to the Alternate Director.

#### Qualification of Directors

121. No Director shall be required to hold any share or qualification shares of the Company.

#### Remuneration of Directors

122. (i) The remuneration payable to Directors, including the Managing Director shall, subject to the applicable provisions of the Act and of these presents and of any contract between him and the Company, be fixed by the Company in General Meeting from time to time, and may be by way of fixed salary and /or

perquisites or commission on profits of the Company or participation in such profits, or by any or all these modes not expressly prohibited by the Act.

#### Sitting Fee to Directors attending meeting

(ii) A Directors may receive remuneration by way of a fee for each meeting of the Board or a Committee thereof attended by him, subject to the maximum prescribed under the Act. Director's not bona fide residents of place where a meeting is held may receive extra compensation

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123. The Board of Directors may allow and pay to any Director who is not a bona fide resident of the place where a meeting of the Board is held and who shall come to such place for the purpose of attending a meeting or for attending its business at the request of the Company, such sum as the Directors may consider fair compensation for traveling, hotel and other expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business he shall be entitled to be reimbursed any traveling or other expenses incurred in connection with the business of the Company.

#### Special remuneration to Director performing extra services

124. If any Director, be called upon to perform extra services or special exertions or efforts (which expression shall include work done by Directors as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such special services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board and subject to the provisions of the Act.

#### Additional Directors

125. The Directors shall have power at any time and from time to time appoint subject to the provisions of these presents any person as a Director either to fill a casual vacancy or as an additional Director to the Board but so that the total number shall not at any time exceed the maximum number fixed as above; but any Director so appointed as an additional Director shall hold office only up to the date of the next following Annual General Meeting of the Company and he shall then be entitled for re-election and any Director so appointed to fill a causal vacancy shall hold office only up to the date up to which the Director in whose place he is appointed would have held office had it not been vacated.

#### Directors may act notwithstanding

126. Subject to the provisions of the Act, the continuing Directors may act notwithstanding any vacancy in their body; but so that if the number falls below the minimum number fixed, the Directors shall not except in emergencies or for the



purpose of filling up vacancies or for summoning a General Meeting of the Company act so long as the number is below the minimum and they may so act notwithstanding the absence of a necessary quorum under the provisions of Article 145.

#### Directors vacating

127. (1) Subject to the provision of Section 283(2) of the Act, the office of a Director shall become vacant if:

- (a) he is found to be of unsound mind by a Court of competent jurisdiction.
- (b) he applies to be adjudicated an insolvent; or
- (c) he is adjudicated an insolvent; or
- (d) he is convicted by a court of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months; or
- (e) he fails to pay any calls in respect of shares held by him alone or jointly with others within six months from the last date fixed for the payment of such calls made unless the Central Government has, by notification in the official Gazette, removed the disqualification incurred by such failure; or
- (f) he absents himself from three consecutive meetings of the Directors or from all meetings of the Directors for continuous period of three months whichever is the longer without leave of absence from the Board of Directors; or
- (g) he (whether by himself or by any person for his benefit or on his account), or any firm in which he is a partner or any private company of which he is a Director accepts a loan or guarantee or security for a loan from the Company in contravention of Section 295 of the Act; or
- (h) he acts in contravention of Section 299 of the Act; and
- (i) he becomes disqualified by an order of the court under Section 203 of the Act; or
- (j) he is removed in pursuance of Section 284 by an Ordinary Resolution of the Company before the expiry of its period of office; or
- (k) he resigns from office by notice in writing addressed to the Company or to the Directors; or
- (l) he, his relative or partner or any firm in which he or his relative is a partner or any private company of which he is a Director or Member holds any office of profit under the Company or any subsidiary hereof in contravention of Section 314 of the Act; or
- (m) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in

the Company.

- (2) Notwithstanding anything contained in clauses (c), (d) and (i) of sub-article (l), the disqualification referred to in those clauses shall not take effect:
- (a) For thirty days from the date of adjudication or sentence or order;
  - (b) Where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order, until the expiry of seven days from the date on which such appeal or petitions disposed of; or
  - (c) Where within the seven days aforesaid any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order and the appeal of petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.

#### Disclosure of Interest

128. (a) Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board of Directors.
- (b) (i) In the case of proposed contract or arrangement the disclosure required to be made by a Director under Clause (a) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting, concerned or interested in the proposed contract or arrangement at the first meeting of the Board held after he becomes so concerned or interested
  - (ii) In the case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.
- (c) (i) For the purpose of Clause (a) and (b), a general notice given to the Board of a Director to the effect that he is a Director or a Member of a specified body corporate or is a Members of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest to any contract or arrangement so made.
- (ii) Any such general notice shall expire at the end of the financial year in which it is given, but may be renewed for further periods of one financial year at a time, by a fresh notice given in the last month of the financial year in which it would otherwise expire.

(iii) No such general notice and no renewals thereof shall be of effect unless either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

(d) Nothing in this Article shall be taken to prejudice the operation of any rule of law restricting a Director of the Company from having any concern or interest in any contracts or arrangements with the Company.

(e) Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between the Company and any other company where any of the Directors of the Company or two or more of them together holds or hold not more than two percent of the paid up share capital in the other company.

#### Interested Directors not to participate or vote in Board Proceedings

129 (1) No Director of the Company shall as a Director take any part in the discussion of, or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company, if he is in anyway whether directly or indirectly, concerned or interested in the contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote his vote shall be void.

(2) This Article shall not apply to

(a) any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being surety or sureties for the Company;

(b) any contract or arrangement entered into or to be entered into with a public company or a private company which is a subsidiary of a public company, in which the interest of the Director aforesaid consists solely –

(i) in his being a Director, of such company and the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by the Company, or

(ii) in his being a member holding not more than 2 % (two percent) of the paid up share capital of such other company.

#### Directors may be Directors of companies promoted by the Company

130. A Director may be or become a Director of any company promoted by the Company, or in which the Company may be interested as a vendor, member or otherwise and subject to the provisions of the Act and these presents no such Director shall be accountable for any benefits received as a Director or member of such company

## ROTATION OF DIRECTORS

### Directors to retire Annually by rotation

131. At every Annual General Meeting of the Company other than the first Annual General Meeting, 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, then the number nearest to one-third shall retire from office.

### Which Directors to retire

132. 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 who are to retire shall in default of and subject to any agreement among themselves, be determined by lot.

### Retiring Director eligible for re-election

133. A retiring Director shall be eligible for re-election.

### Company to fill up vacancy

134. The Company at the Annual General Meeting at which a Director retires in manner aforesaid may fill up the vacancy, by appointing the retiring Director or some other person in that vacancy.

### Retiring Directors to remain in office until successors appointed

135. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place and if at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have re-appointed at the adjourned meeting unless -

(i) at that meeting or at the previous meeting a resolution for the re-appointment of such Director has to be put to the meeting and lost.

(ii) the retiring Director has by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so reappointed.

(iii) he is not qualified or is disqualified for appointment

(iv) a resolution, whether Special or Ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act, or

(v) the proviso to sub-article (2) of Article 136 is applicable to the case.

#### Appointment of Directors to be voted on individually

136. (1) At every Annual General Meeting of the Company, a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution, unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it.

(2) A resolution moved in contravention of sub-article (1) of this Article shall be void whether or not objection was taken at the time to this being so moved; provided that where a resolution so moved is passed, no provision for the automatic re-appointment of the retiring Director in default of another appointment shall apply.

(3) For the purpose of this Article, a motion for approving a person's appointment or for nominating a person for appointment shall be treated as motion for his appointment.

#### Rights of persons other than retiring Directors to stand for Directorship

137. (1) No person, not being a retiring Director, shall be eligible for election to the office of Director at any General Meeting, unless he or some other Member intending to propose him has at least fourteen clear days before the meeting, left at the office a notice in writing under his hand signifying his candidature for the office of Director or the intention of such Member to propose him, as a candidate for that office along with a deposit of five hundred rupees which shall be refunded to such person or as the case may be to such member, if the person succeeds in getting elected as a Director.

(2) The Company shall inform its Members of the candidature of a person for the office of Director or the intention of a Member to propose such person as a candidate for that office for serving individual notices on the Members not less than seven days before the Meeting. Provided that it shall not be necessary for the Company to serve individual notices upon the Members as aforesaid if the Company advertises such candidature or intention not less than seven days before the Meeting, in at least two newspapers circulating in the place where the Registered Office of the Company is located, of which one is published in the English language and the other in the regional language of that place.

#### Removal of Directors

138. (a) The Company may by an Ordinary Resolution remove a Director (not being a Government Director or First Director or a Director appointed by the Government under Section 408 of the Act) before the expiry of his period in office.

(b) Special Notice shall be required of any resolution to remove a Director under this Article or to appoint somebody instead of a Director so removed at the meeting at which he is removed.

(c) On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned, and the Director (whether or not he is a Member of the Company) shall be entitled to be heard on the resolution at the meeting.

(d) Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect to thereto representations in writing to the Company (not exceeding a reasonable length) and requests their notification to Members of the Company, the Company shall unless the representations are received by it too late for it to do so :-

(i) in any notice of the resolution given to Members of the Company, state the fact of the representation having been made, and

(ii) send a copy of the representations to every Member of the Company to whom notice of the meeting is sent (whether before or after receipt of the representations by the Company) and if a copy of the representations is not sent as aforesaid because they were received too late or because of the Company's default, the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting provided that copies of the representations need not be sent out and the representations need not be read out at the meeting, if on the application either of the Company or any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this clause are being abused to secure needless publicity for defamatory matter.

(e) A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in the General Meeting or by the Board, be filled by the appointment of another Director in his stead, by the meeting at which he is removed, provided special notice of the intended appointment has been given under clause (b) of this Article. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.

(f) If the vacancy is not filled under sub-article (e) of this Article, it may be filled as a casual vacancy in accordance with the provisions so far as they may be applicable of Article 125 and all the provisions shall apply accordingly; provided that the Director who was removed from office shall not be reappointed as a Director by the Board.

139.(i) Each member shall annually intimate to the Board in writing by such date as may be fixed from time to time by the Board for the time being, the name of its candidate for being elected to the Board at the next Annual General Meeting.

(ii) A writing or notice under this Article shall be deemed to have been only given if it is signed by a Director of such member and accompanied by a certified copy of the resolution passed by the Board of such member giving effect to any removal or appointment

(iii) The provisions of Article 136 to 138 (both inclusive) shall be read subject to and in accordance with the provisions of this Article 139.

## PROCEEDINGS OF THE DIRECTORS

### Meeting of Directors

140. The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit provided however that a meeting of the Board shall be held at least once in every three months and at least four such meetings shall be held in every year.

### When meeting to be convened

141. The Chairman at any time and the Manager or such other Officer of the Company as may be authorized by the Directors shall upon the request of a Director convene a meeting of the Directors.

### Notice of Meeting

142. Notice of every meeting of the Board of the Company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director.

### Chairman of the Board

143. The Directors may elect their Chairman and determine the period for which he is to hold office. All meetings of the Board shall be presided over by such Chairman if present, but if at any meetings of Directors the Chairman be not present, at the time appointed for holding the same, then and in that case the Directors shall choose one of the Directors then present to preside at the meeting.

### Questions at a meeting of the Governing Board, how decided

144. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes, the Chairman of the meeting (whether the Chairman appointed by virtue of these presents or the Director presiding at such meeting) shall have a second or casting vote.

### Quorum and its competence to exercise powers

145. The quorum for meeting of the Board of Directors of the Company shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher provided that when at any meeting the number of interested Directors exceeds or is equal to two-third of the total strength, the Directors who are not interested, present at the meeting being not less than two shall be the quorum during such time and provided further that the aforesaid proviso shall not be applicable when any contract or arrangement is entered in to by or on behalf of the company with a Director or with any firm of

which a Director is Member or with any private company of which a Director or member for

(a) the underwriting or subscription of shares or debentures of the company;  
or

(b) the purchase or sale of shares or debentures of any other Company; or

(c) a loan by the Company.

For the purpose of this Article :-

(i) "total strength" means the total strength of the Directors of the Company as determined in pursuance of the Act after deducting there from the number of the Directors, if any, whose place may be vacant at the time.

(ii) "Interested Directors" means any Director whose presence cannot by reason of Section 300 of the Act count for the purpose of forming a quorum at a meeting of the Board at the time of the discussion or vote on any matter.

Procedure where meeting adjourned for want of quorum

146.(a) If a meeting of the Board could not be held for want of quorum, then unless the Directors present at each meeting otherwise decide, the meeting shall automatically stand adjourned till the same day in the next week at the same time and place or if that day is a public holiday till the next succeeding day which is not a public holiday at the same time and place.

(b) the provisions of Article 141 shall not be deemed to have been contravened merely by reason of the fact that a meeting of the board which had been called in compliance with the terms of that Article could not be held for want of quorum.

Board may appoint Committee

147. The Directors may subject to the provisions of the Act delegate any of their powers to committees consisting of such member or members of their body or person or persons as they think fit, and they may from time to time revoke such delegation. Any committee 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 Directors.

Meeting of Committees how to be governed

148. The meetings and proceeding of any such Committee shall be governed by the provisions of these presents for regulating the meeting and proceeding 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.



Acts of the Board or Committee valid notwithstanding defect of appointment.

149. All acts done at any meeting of the Board or a Committee thereof or by any person acting as a Director, shall be valid notwithstanding that it may be afterwards discovered that the appointment of any one or more of such Directors or of any person acting as aforesaid was invalid by reason of defect or disqualification or had terminated by virtue of any provision contained in the Act of these presents 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 been terminated.

Resolution by Circulation

150. No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless the resolution has been circulated in draft together with the necessary papers, if any, to all the Directors or to all the Members of the Committee then in India (not being less in number than the quorum fixed for a meeting of a Board or Committee as the case may be) and to all other Directors or Members at their usual address in India and has been approved by such of the directors as are then in India or by majority of such of them as are entitled to vote on the resolution.

Minutes of proceedings of Directors and Committees

151. The Company shall cause minutes of Meetings of the Board of Directors and all Committees of the Board to be duly entered in a book or books provided for this purpose. The minutes shall contain :-

- (a) a fair correct summary of the proceedings at the Meeting;
- (b) the names of the Directors present at the Meeting of the Board of Directors or any Committee of the Board;
- (c) all orders made by the Board and Committee of the Board and all appointments of Officers and Committees of Directors;
- (d) all resolutions and proceedings of meetings of the Board and the Committees of the Board; and
- (e) in the case of each resolution passed at a Meeting of the Board or Committee of the Board, the names of the Directors if any dissenting from, or not concurring in the resolution.

By whom Minutes to be signed and the effect of such Minutes

152. Any minutes of any Meeting of the Board or any Committees of the Board if purporting to be dated and signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting in accordance with the provisions of Section 193 of the Act, shall for all purposes whatsoever be evidence of the actual passing of the resolution and the actual and regular transaction or occurrence of the proceeding so recorded and of the regularity of the meeting at which the same shall appear to have taken place.

Provisions of the Act

153. The Directors shall comply with the provisions of Sections 159, 295, 297, 299, 303, 305, 307 and 308 of the Act to the extent applicable.

## POWERS OF DIRECTORS

General powers of the Company vested in Directors.

154. Subject to the provisions of the Act and these presents the business of the Company shall be managed by the Directors who may exercise all such powers and do all such acts and things as the Company is by its Memorandum of Association or otherwise authorised to exercise and do and are not by these presents or by statute directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and of the Memorandum of Association and these presents and to any regulations not being inconsistent with the Memorandum from time to time made by the Company in General Meeting provided that no such regulation shall invalidate any prior act of Directors which have been valid if such regulation had not been made.

155. The Board shall exercise the following powers on behalf of the Company, and it shall do so only by means of resolution passed at its Meetings:-

- (a) the powers to make a calls on shareholders in respect of money unpaid on their shares;
- (b) the power to issue debentures;
- (c) the power to borrow moneys otherwise than by debentures;
- (d) the power to invest the funds of the Company ; and
- (e) the powers to make loans

Provided that the Board may, by a resolution passed at a meeting delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office, the principal officer of the branch office, the powers specified in clauses (c), (d) and (e) to the extent specified in sub-sections (2), (3) and (4) respectively of Section 292 of the Act on such conditions as the Board may prescribe.

#### Consent of the Company necessary for exercise of certain powers

156. The Board shall not except with the consent of the Company in the General Meetings :-

- (a) sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole, of any such undertaking;
- (b) remit or give time for the re-payment of, any debt due by a Director;
- (c) invest, otherwise than in trust securities, the compensation received by the Company in respect of the compulsory acquisition of any such undertaking as is referred to in clause (a), or of any premises or properties used for any such undertaking and without which it cannot be carried on or can be carried on only with difficulty or only after a considerable time;
- (d) borrow moneys where the moneys to be borrowed together with the money already borrowed by the Company, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose;
- (e) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts aggregate of which all, in any financial year, exceed Rs, 50,000/- or five percent of its average net profits as determined in accordance with provisions of Section 349 and 350 of the Act during the three financial years immediately preceding, whichever is greater.

#### Special powers given to Directors

157. Without prejudice to the general powers conferred by Article 154 and the other powers conferred by these presents but subject to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers :-

- (1) To pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company;
- (2) To have an Official Seal for use abroad;
- (3) To keep Foreign Register in accordance with the provisions of the Act;
- (4) To purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit ;

To pay for property

(5) At their discretion to pay for any property or rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash, or in shares, bonds, debentures, debentures stock or other securities of the Company, and any such shares may be issued, whether as fully paid up or with such amount credited as paid up thereon as may be agreed upon; any such bonds, debentures, debenture stock or other securities may be either specially charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

To insure properties

(6) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or jointly; also to insure all or any portion of the goods, produce machinery and other articles imported or exported by the Company and to sell assign surrender or discontinue any policies of assurance effected in pursuance of this power.

To open bank accounts

(7) To open accounts with any bank or bankers or with any company, firm or individual and to pay money into and draw money from any such account from time to time as the Directors may think fit.

To secure contracts

(8) To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being in such other manner as they think fit.

To attach conditions

(9) To attach to any shares to be issued as the consideration or part of the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions as to transfer thereof as they think fit.

To accept surrender of Shares

(10) To accept from any Member on such terms and conditions as shall be agreed a surrender of his shares or stocks or any part thereof.

To appoint Trustees

(11) To appoint any person or persons (whether incorporated or not) to accept

and hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purposes and to execute and do all such acts and things as maybe requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.

To institute and defend legal proceedings

(12) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment of satisfaction of any debt due or of any claims or demands by or against the Company.

To refer to arbitration

(13) To refer any claim or demand by or against the Company to arbitration and observe and perform the awards.

To act in matters of bankruptcy

(14) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.

To give receipts

(15) To make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demands of the Company.

To authorise enquiry of bills, etc.

(16) To determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents.

To invest moneys

(17) To invest and deal with any of the monies of the Company not immediately required for the purposes thereof, in such securities and in such manner as they may think fit and from time to time to vary or realise such investments.

To provide for the welfare of employees, etc.

(18) To provide for the welfare of employees or ex-employees of the Company and their wives, and families or the dependents or connections of such persons, by building or contributing to the building of houses or dwellings or by grants or money pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.

To subscribe for Charitable fund, etc.

(19) Subject to the provisions of Section 293 of the Act to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or any institution, club, society or fund.

To establish Reserve Fund

(20) The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they may think proper for Depreciation or to a Depreciation Fund or as Reserve or to a Reserve Fund or Sinking Fund or any Special Fund to meet contingencies or to repay redeemable preference shares or Debentures or for payment of dividends or for equalising dividends or for repairing, improving, extending and maintaining any part of the property of the Company, or for such other purposes as the Directors may in their absolute discretion think conducive to the interests of the Company, and the Directors may invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by the Act) as the Directors may think fit and from time to time deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Directors, apply or upon which they expend the same or any part thereof may be matters to or upon which the Capital moneys of the Company might rightly be applied or expended and the Directors may divide the reserve or any fund into such special fund and transfer any sum from one fund to another as a Directors may think fit and may employ the assets constituting all or any of the above funds including the Depreciation Fund, in the business of the Company or in the purchase or repayment of redeemable preference shares and Debentures and that without being bound to keep the same separate from the other assets, and without being bound to pay interest on the same, with power however, to the Directors at their discretion to pay or allow to the credit to such fund interest at such rate as the Directors may think proper.

To appoint officers, etc.

(21) To appoint and at their discretions remove or suspend such committee or committees of experts, technicians and advisers or such Managers, officers, clerks, employees and agent for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries and emoluments and require security in such instances and to such amounts as they may think fit, and also without prejudice as aforesaid, from time to time to provide for the management and transaction of the affairs of the company in any specified locality in India in such manner as they think fit and the provisions contained in sub-articles 22 and 23 following shall be without prejudice to the general powers conferred by this sub-article.

To ensure compliances of local laws

(22) To comply with the requirements of any local law which in their opinion it shall in the interest of the company be necessary or expedient to comply with.

To establish local Boards

(23) From time to time and at any time, to establish any Local Board for managing any of the affairs of the company in any specified locality in India or elsewhere and to appoint any persons to be members of any Local Boards and to fix their remuneration. And from time to time and at any time, but subject to provisions of section 292 and 293 of the Act and of these presents, to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Directors, and to authorise the members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any persons so appointed and may annul or vary any such delegation. Any such delegates may be authorized by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

(24) At any time and from time to time but subject to the provisions of section 292 and 293 of the Act and Article 147 by power of Attorney to appoint any person or persons to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit, and any such appointment (if the Directors think fit) may be made in favour of the members, or any of the members of any Local Board established as aforesaid or in favour of any company or members, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating Body of persons whether nominated directly or indirectly by the Directors, and any such power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Directors may think fit.

Delegation of powers

(25) Generally subject to the provisions of the Act and these Articles to delegate the powers, authorities and discretion vested in the Directors to any person, firm, company or fluctuating body of persons.

Sub Delegation of powers by Delegates

(26) Any such delegate or attorney as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretion for the time being vested in him.

To enter into contracts

(27) To enter into all such negotiations and contracts and reassign and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the company as they may consider expedient for or in relation to any of the matter aforesaid or otherwise for the purpose of the company.

(28) To frame, amend, alter, modify and enforce rules, regulations, bye-laws and codes of conduct for the clearing members of the Corporation, companies seeking enlistment and other participants in such dealings in securities on the Corporation by whatsoever name called provided that the power under this clause shall be exercised only by a three-fourths majority of the Directors present and voting at a duly convened meeting of the Board.

Powers of the Board

158. (1) The Board shall have power to organise, maintain, control, manage, regulate and facilitate the operations of the Corporation(s) subject to the provisions of these articles and any other applicable legal provisions.

(2) Subject to the provisions of these Articles and any other applicable legal provisions, the Board shall have power and wide authority to make Rules, Bye-laws and Regulations from time to time for any or all matters relating to the conduct of the business of the Corporation, and to control, define and regulate all such transactions and to do such acts and things which are necessary for the purposes of the Corporation or of the company.

(3) Without prejudice to the generality of the foregoing, the Board shall have power to make rules, bye-laws and regulations, amongst other purposes, for all or any of the following matters:-

(a) conditions for admission to clearing membership of the Corporation;

(b) conduct of business of the Corporation;

(c) conduct of clearing members of the Corporation with regard to the business of the Corporation, subject to Rules, Bye-Laws, Regulations or Usage of the Corporation;

(d) time, place and manner for transacting business on the Corporation;

(e) penalties for disobedience or contravention of the Rules, Bye-Laws and Regulations or of general discipline of Corporation, including expulsion or suspension of the clearing members of the Corporation;

f) declaration of any clearing member of the Corporation as defaulter or suspension, resignation or exclusion from clearing membership of the Corporation and of consequences thereof;



(g) scale of commission or brokerage which clearing members of the Corporation can charge;

(h) conditions, levy for admission or subscription for admission to or continuance of clearing membership of Corporation;

(i) charge payable by clearing members of the Corporation for transactions as may be laid down from time to time;

(j) investigations of the financial conditions, business conduct and dealings of clearing members of the Corporation;

(k) settlements of disputes, complaints, claims arising between clearing members of the Corporation and persons who are not clearing members of the Corporation inter se as well as between clearing members of the Corporation and persons who are not clearing members of the Corporation relating to any transaction in securities made subject to the Rules, Byelaws and regulations and usage of the Corporation including settlement by arbitration in accordance with the Rules, Byelaws and regulations and usage of the Corporation in force from time to time;

(l) establishment and functioning of Clearing Houses(s) or other arrangements for clearing;

(m) creation and management of settlement fund, guarantee fund, insurance, collection and maintenance of margins and deposits and any other default, risk and liability management mechanism;

(n) appointment of Committee or Committees for any purposes of the Corporation.

(4) The Board shall be empowered to delegate to any Committee(s) or to any person, all or any of the powers vested in it, to manage all or any of the affairs of the Corporation.

(5) Subject to the provisions of these presents and any other applicable legal provisions the Board shall be empowered to vary, amend or repeal or add to Rules, Byelaws and Regulations, framed by it.

## THE SEAL

The Seal, its custody and use

159. The Board shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, 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 or under the authority of the Board or a Committee of Directors, and in the

presence of one Director or any other person who may be authorised in this regard at the least, who shall sign every instrument to which the Seal is affixed provided that certificates of shares may be under the signatures of such persons as provided by the Companies (Issue of share certificates) Rules in force from time to time. Save as otherwise expressly provided by the Act, a document or proceeding, requiring authentication by the Company may be signed by a Director, or the Secretary or any other officer authorised in that behalf by the Board and need not be under its Seal.

Seal abroad

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

## DIVIDENDS

Division of profits

161. The profit of the Company, subject to any special rights relating thereto created or authorised to be created by the Memorandum of Association or these presents and subject to the provisions of the Act, and these presents shall be divisible among the Members in proportion to the amount of capital paid up in the shares held by them respectively.

Capital paid up in advance at interest not to earn dividend

162. Where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right (to dividend) to participate in profits.

Dividends in proportion to amount paid up

163. The Company may pay dividends in proportion to the amounts paid up or credited as paid up on each share, where a larger amount is paid up or credited as paid up on some shares than on others.

The Company in General Meeting may declare a dividend

164. The Company in General Meeting may declare a dividend to be paid to the Members according to their respective rights and interests in the profits and may fix the time for payment.

No larger dividend than recommended by Directors, etc.

165. No larger dividend shall be declared than is recommended by the Directors but the Company in General Meeting may declare a smaller dividend, subject to the provisions of Section 205 of the Act, and no dividend shall carry interest as against the Company. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

#### Interim dividend

166. The Directors may from time to time, pay to the Members such interim dividends as in their judgment the position of the Company justifies.

#### Retention of dividends until completion of transfer under Article 58.

167. The Directors may retain the dividends payable upon shares in respect of which any person is, under Article 57 hereof, entitled to transfer until such person shall become a Member in respect of such shares.

No member to receive dividend while indebted to the Company and Company's right to reimbursement thereof.

168. Subject to Section 205 of the Act, no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever either alone or jointly with any other person or persons and the Directors may deduct from the interest or dividend payable to any Member all sums of money so due from him to the Company.

#### Transfer of shares must be registered

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

#### Special provision with reference to dividend

170. No dividend shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalisation of profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by the Members of the Company.

#### Dividends how remitted

171. Any dividend payable in cash may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled or in case of joint holders to that one of them first named in the register in respect of the joint holding. Every such cheque shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible to any cheque or warrant lost in transmission or for any dividend lost to the Member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any other means.

#### Unclaimed or unpaid dividends

172. (a) If a dividend declared by the Company has not been paid or

claimed within forty two days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within seven days from the date of expiry of the said period of forty two days, open a special account in that behalf in any Scheduled Bank called "the Unpaid Dividend Account of National Securities Clearing Corporation Limited" and transfer the total amount of such dividend remaining unpaid or unclaimed, to such account.

(b) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of three years from the date of such transfer, shall be transferred by the Company to the general revenue account of the Central Government. A claim to any money so transferred to the general revenue account may be preferred to the Central Government by the Shareholders to whom the money is due.

Dividends and call together

173 Subject to Section 205A of the Act, any General Meeting declaring a dividend may make a call on the Members in respect of moneys unpaid on shares for such amount as the meeting fixes but so that the call on each Member 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 Members, be set off against the call.

## CAPITALISATION

Capitalisation

174 (A) Any General Meeting may resolve that any moneys investments or other assets forming part of the undivided profits (including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any capital assets of the Company) standing to the credit of the Reserve or Reserve Fund or any other Fund of the Company or in the hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalised:

(i) by the issue and distribution of fully paid up shares, debentures, debentures-stock, bonds or other obligations of the Company, or

(ii) by crediting shares of the Company which may have been issued to and are not fully paid up with the whole or any part of sum remaining unpaid thereon.

(B) Such issue and distribution under (A)(i) above and such payment to the credit of unpaid share capital under (A)(ii) above shall be made to among and in favour of the Members or any class of them or any of them entitled thereto and in accordance with their respective rights and interests and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under (A)(i) or payment under (A)(ii) above shall be made on the footing that such Members become entitled thereto as capital.

(C) The Directors shall give effect to any such resolution and apply such portion

of the profits of Reserve or Reserve Fund or any other Fund on account as aforesaid and may be required for the purpose of making payment in full for the shares, debentures or debenture stock, bonds or other obligations of the Company so distributed under (A)(i) above or (as the case may be) for the purpose of paying in whole or in part the amount remaining unpaid on the shares which may have been issued and are not fully paid under (A)(ii) above.

Provided that no such distribution or payment shall be made unless recommended by the Directors and if so recommended, such distribution and payment shall be accepted by such Members as aforesaid in full satisfaction of their interest in the said capitalised sum. For the purpose of giving effect to any such resolution, the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any, members on the footing of the value so fixed and may vest any such cash shares, debentures, debenture-stock, bonds or other obligations in trustees upon such trusts for the person entitled thereto as may seem expedient to the Directors and generally may make such arrangements for the acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as they may think fit.

Provided further that subject to the provisions of the Act and these presents in cases where some of the shares of the Company are fully paid up and other are partly paid up only such capitalisation may be effected by the distribution of further shares in respect of the fully paid up shares, and by crediting the partly paid up shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid up shares, and the partly paid up shares the sums so applied in the payment of such further shares and in the extinguishment of diminution of the liability on the partly paid up shares shall be so applied pro rata in proportion to the amount then already paid or credited as paid on the exiting fully paid up and partly paid up shares respectively.

(D) When deemed requisite a proper contract shall be filed in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the holders of the shares of the Company which shall have been issued prior to such capitalisation and such appointment and such appointment shall be effective.

## ACCOUNTS

### Accounts

175 The Board shall cause true accounts to be kept of (a) all sums of money received, expended by the Company and the matters in respect of which such receipt and expenditure take place (b) all sales and purchases of goods by the Company and (c) the assets credits and liabilities of the Company and generally of all its commercial financial and other affairs, transaction and engagement and of all other matters, necessary for showing the true financial state

and condition of the Company, and the accounts shall be kept in English and in the manner provided in Section 209(3) of the Act and the books of accounts shall be kept at the Registered Office or such place or places in India subject to compliance of the provisions of the Companies Act, 1956 as the Board think fit and shall be open to inspection by the Directors during business hours.

#### Inspection of Members of accounts and books of the Company

176 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right to inspecting any Account or book or document of the Company except as conferred by law or authorised by the Directors or by the Company in the General Meeting.

#### Statement of Accounts and Report to be furnished to General Meeting; Balance Sheet to be served on every member

177. Once at least in every calendar year the Board shall place before the Company in the Annual General Meeting a Profit and Loss Account for the period since the preceding account and a Balance Sheet containing a summary of the property and liabilities of the Company made up to a date not more than 6 months before the meeting or in case where an extension has been granted for holding the meeting up to such extended time and every such Balance sheet shall as required by Section 217 of the Act, be accompanied by a Report (to be attached hereto) of the Directors as to the state and condition of the Company and as to the amount (if any) set aside by them for the Reserve Fund, General Reserve or Reserve Account shown specifically in the Balance Sheet or to be shown specifically in a subsequent Balance Sheet.

#### Form and contents of Balance Sheet and Profit and Loss Account

178. Every Balance Sheet and Profit and Loss Account of the Company shall give a true and fair view of the state of affairs of the Company and shall, subject to the provisions of Section 211 of the Act, be in the Forms set out in Part I and II respectively of Schedule VI of the Act, or as near thereto as circumstances admit.

#### Authentication of Balance Sheet and other documents; Copies thereof to be sent to Members

179. (i) The Balance Sheet and the Profit and Loss Account shall be signed by the Manager or Secretary if any, and by not less than two Directors of the Company one of whom shall be the Managing Director, if appointed or when only one Director is for the time being in India, by such Director and Manager or Secretary. But in the latter case, the Director concerned shall attach to the Balance Sheet a statement signed by him explaining the reasons therefor. The Balance Sheet and the Profit and Loss Account shall be approved by the Board before they are signed on behalf of the Board in accordance with the

provisions of this Article and before they are submitted to the Auditor for their report thereon. The Auditor's report shall be attached to the Balance Sheet and the Profit and Loss Account or there shall be inserted at the foot of the Balance Sheet and Profit and Loss Account a reference to the Report.

(ii) A copy of such Balance Sheet and the Profit and Loss Account of audited together with a copy of the Auditor's Report shall at least twenty one days before the meeting at which the same are to be laid before the Members of the Company, subject to the provisions of Section 219 of the Act, be sent to every Member of the Company, to every trustee for the holders of any debentures issued by the Company, whether such member or trustee is or is not entitled to notices of General Meeting of the Company to be sent to him and to all other persons other than such members or trustees, being persons so entitled and a copy of the same shall be made available at the Office for inspection by the Members of the Company during a period of at least twenty one days before that meeting.

Copies of Balance Sheet and Profit and Loss Account and Auditor's Report to be filed.

180. After the Balance Sheet and Profit and Loss Account have been laid before the Company at a General Meeting, three copies thereof signed by the Manager or Secretary or as required by Section 220 of the Act shall together with the requisite Returns in accordance with the requirements of Section 159 and 161 of the Act be filed with the Registrar of Companies within the time specified in Section 220 of the Act.

## AUDIT

### Accounts to be audited

181. Once at least in every year the accounts of the Company shall be balanced and audited and the correctness of the Profit and Loss Account and Balance Sheet ascertained by one or more Auditor or Auditors.

### Appointment and qualifications of Auditors

182. The Company shall at each Annual General Meeting appoint an Auditor or Auditors being Chartered Accountant or Accountants to hold office from conclusion of that meeting until the next Annual General Meeting and shall within seven days of the appointment thereof give intimation thereof to every auditor so appointed and the following provisions shall have effect that is to say:

(i) If an appointment or re-appointment of an Auditor or Auditors is not made at an Annual General Meeting the Company shall, within seven days thereof, give notice of the fact to the Central Government who may appoint an Auditor of the Company for the current year and fix the remuneration to be paid to him by the Company for his services.

(2) The Directors may fill up any casual vacancy that may occur in the office of Auditor by the appointment of a person being a Chartered Accountant who shall hold such office until the conclusion of the next Annual General Meeting but while any such vacancy continues, the surviving or continuing Auditor or Auditors (if any) may act.

Provided that where such vacancy is caused by the resignation of the auditor the vacancy shall only be filled by the Company in General Meeting.

(3) A body corporate, a Director, officer or employee of the Company or a partner of or person in the employment of such Director, officer or employee or any person indebted to the Company for an amount exceeding One Thousand Rupees or who has given any guarantee or provided any security in connection with the indebtedness of any third person to the Company for an amount exceeding One Thousand Rupees shall not be appointed Auditor of the Company.

(4) If any person after being appointed Auditor becomes disqualified under clause (3), he shall be deemed to have vacated his office.

(5) Retiring Auditors shall subject to the provisions of sub-section (2) of Section 224 of the Act be re-appointed.

(6) No person other than a retiring Auditor shall be capable of being appointed to the office of Auditor at any Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a Member to the Company not less than fourteen days before the Meeting in accordance with Section 190 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the Members in accordance with Section 190 of the Act and all the other provisions of Section 225 of the Act shall be complied with. The provisions of this sub-article shall also apply to a resolution that a retiring Auditor shall not be re-appointed.

#### Remuneration of Auditors

183. The remuneration of the Auditors of the Company shall be fixed by the Company in General meeting except that the remuneration of Auditors appointed to fill any casual vacancy may be fixed by the Directors and where his appointment has been made by the Central Government pursuant to clause (1) of the last preceding Article 182 it may be fixed by the Central Government

#### Auditors : their powers and duties

184. (1) Every Auditor of the Company shall have a right of access at all the times to the books and accounts and vouchers of the Company and shall be entitled to



require from the Directors and officers of the Company, such information and explanations as may be necessary for the performance of the duties of the Auditors and the Auditors shall make report to the Shareholders on the accounts examined by them, and on every Balance Sheet and Profit and Loss Account and every other document declared by the Act to be part of or annexed to the Balance Sheet or Profit and Loss Account, which are laid before the Company in General Meeting during their tenure of office, and the report shall state whether in their opinion and to the best of their information and according to the explanations given to them, the said Accounts give the information required by the Act in the manner so required and give a true and fair view (i) in the case of the Balance Sheet of the state of the Company's affairs as at the end of its financial year and (ii) in the case of the Profit and Loss Account of the profit or loss for its financial year.

(2) The Auditors Report shall also state (a) whether they had obtained all the information and explanations which to the best of their knowledge and belief were necessary for the purpose of their audit (b) whether, in their opinion, proper books of account as required by law have been kept by the Company for so far as appears from the examination of those books and proper returns adequate for the purpose of their audit have been received from the branches not visited by them and (c) whether the Company's Balance Sheet and Profit and Loss Account dealt with by the Report are in agreement with the books of account and Returns where any of the matters referred to in items (i) and (ii) or (a) (b) and (c) aforesaid is answered in the negative or with a qualification the Auditors' Report shall state the reason for the same.

(3) The Auditors' Report shall be attached to the Balance Sheet and Profit and Loss Account or set out at the foot thereof and such Report shall be read before the Company in General Meeting and shall be open to inspection by any Member of the Company.

#### Auditors' right to attend Meetings

185 All notices of and other communications relating to any General Meeting of the Company which any Member of the Company is entitled to have sent to him shall also be forwarded to the Auditors of the Company and the Auditors shall be entitled to attend and to be heard at any General Meeting which they attend or any part of the business which concerns them as Auditors.

Accounts when audited and approved to be conclusive except as to errors discovered within 3 months.

186. Every account when audited and approved by a General Meeting shall be conclusive except with regards to any error discovered therein within three months after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and henceforth shall be conclusive.

## NOTICE

### Notice

187 (1) A notice (which expression for the purposes of these presents shall be deemed to include any summons, notice, process, order, judgment or any other document in relation to or in the winding up of the company) may be given by the company to any Member either personally or by sending it by post to him to his registered address or if he has no registered address in India to the addressee if any within India supplied by him to the company for the giving of notices to him.

(2) Where a document (which shall for this purpose be deemed to include any summons, requisition, process, order, judgment or any other documents in relation to the winding up of the company) or a notice is sent by post, the service of such notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice provided that where a Member has intimated to the company in advance that documents should be sent to him under a certificate of posting or by registered post, with or without acknowledgement due, and has deposited with the company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member, and unless the contrary is proved, such service shall be deemed to have been effected in the case of a notice of a Meeting at the expiry of forty eight hours after the letter containing the same is posted, and in any other case, at the time at which the letter would have been delivered in the ordinary course of post.

Notice of Members having no registered address.

188. If a Member has no registered address in India and has not supplied to the company an address within India for the giving of notices to him, a notice advertised in a newspaper circulating in the neighborhood of the office shall be deemed to be fully given to him on the day on which the advertisement appears.

### Persons entitled to notice of General Meetings

189. Notice of every General Meeting shall be given in same manner hereinbefore authorised to (a) every member of the company (including bearers of share warrants), (b) every person entitled to a share in consequence of the death or insolvency of a Member who but for his death or insolvency would be entitled to receive notice of the meeting and also to (c) the Auditor or Auditors of the company.

### Notice by company and signature thereto

190. Any notice to be given by the company shall be signed by the secretary (if any) or by such officer as the Directors may appoint, such signature may be written, printed or lithographed.

Transfers etc. bound by prior notice

191. Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which previously to his name and address and title to the share being notified to the company, shall have been duly given to the person from whom he derives his title to such share.

Notice valid though Member deceased.

192. Subject to the provisions of the Act, any notice given in pursuance of these presents or documents delivered or sent by post to or left at the registered address of any Member or at the address given by him under Article 187 in pursuance of these presents, shall notwithstanding such Member be then deceased and whether or not the company have notice of his decease be deemed to have been duly served in respect of any registered share, whether held solely or jointly with other persons by such Member until some other persons be registered in his stead as the holder or the joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her heir executors or administrators and all persons, if any jointly interested with him or her in any such share.

#### SECURITY CLAUSE

Secrecy Clauses

193. No member shall be entitled to require discovery of or any information respecting any detail of the company's business (or of the corporation) or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the company and which in the opinion of the Directors, will be inexpedient in the interest of the Members of the company to communicate to the public.

#### INDEMNITY AND RESPONSIBILITY

Directors and other's right to indemnity.

194. (1) Subject to the provisions of Section 201 of the Act, the Board of Directors, Managing Director, Managers, Secretary and other officers or other employees for the time being of the company, Auditor and the Trustees, if any, for the time being acting in relation to any of the affairs of the company and every one of them and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their heirs, executors or administrators shall or may incur or sustain by or reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty in their respective offices or trusts except such, if any, as they shall incur or sustain through or by their own willful neglect or default respectively.

(2) Save and except so far as the provisions of this Article shall be avoided by section 201 of the Act, none of them shall be answerable for the acts, receipts, neglects or defaults of the other or other of them, or for joining in any receipt for the sake of conformity, or for insolvency of any bankers or other persons with whom any money's or effects belonging to the company shall or may be lodged or deposited for safe custody or for the insufficiency or deficiency of any security upon which any monies belonging to the company shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto, except when the same shall happen by or through their own willful neglect or default respectively.

3) 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, neglect or default of any other Director or officer of the company or for joining in any receipt or other act for conformity for any loss or expenses happening to the company through the insufficiency or deficiency to title to any property acquired by the order of the Director 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 or any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, or damage whatsoever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own negligence or dishonesty.

## WINDING UP

### Distribution of assets on winding up

195 (1). If the company shall be wound up and assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly may be, the losses shall be borne by the Members in proportion to the capital paid-up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively and if in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding up, the excess shall be distributed among the Members in proportion to the capital at the commencement of the winding up paid up or which ought to have been paid up on the shares held by them respectively.

### Manner of distribution of assets

(2) If the company shall be wound up, whether voluntarily or otherwise, the Liquidator may with the sanction of special resolution divide among the contributors, in specie or in kind, the whole or any part of the assets of the company and may, with like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributors or any of them, as the Liquidator, with the like sanction shall think fit, but so that no contributor shall be compelled to accept any shares or other securities whereon there is any liability.

We, the several persons whose names, addresses, descriptions and occupations are hereunto subscribed, are desirous of being formed into a Company in pursuance of this Articles of Association:-

Name, address and description of the Subscribers	Signature(s)	Witness
1. National Stock Exchange of India Limited 1 <sup>st</sup> Floor, 'A' Wing Mahindra Towers, Worli, Bombay – 400 018 Represented by its Managing Director Dr. Ramchandra Hanmant Patil (S/o Shr`i H.R. Patil) Occupation: Stock Exchange	For National Stock Exchange of India Ltd. Sd./- Managing Director	Witness for 1 to 8  Sd/- Navnit Lal Bhatia 13, Hansika, 154-A, Garodia Nagar, Ghatkopar (East), Bombay- 400 077 Occupation: Professional
2. Shri. Ravi Narain. S/o. Late Shri. Dharam Narain B-221, Twin towers, Prabhadevi, Bombay-400 025. Occupation : Service	Sd./-	
3. Shri J. Ravichandran S/o. Shri S Jagannathan. Flat No.8, Silver Grill, 25-A, Kashinath Dhuru Road, Dadar (W), Bombay – 400 028 Occupation: Service	Sd./-	
4. Shri. K. Kumar S/o. Shri J. Kanakasabapathy 63, Samrat Ashok, 36, Poddar Road, Santa Cruz (W), Bombay – 400 054 Occupation: Service	Sd./-	
5. Shri. Raghavan Putran S/o. Shri Raghunath Harihara Putran, Flat No. 1 , First Floor, "Visranti", 526-A, 16 <sup>th</sup> Road, Khar (W), Bombay- 400 052 Occupation : Service	Sd./-	
6. Mrs. Chitra Ramkrishna W/o. Shri Ramkrishna, Twin Towers, 232, B- Wing, Prabhadevi Bombay- 400 025 Occupation : Service	Sd./-	
7. Shri. Satish Vinayak Naralkar S/o. Shri Vinayak Narayan Naralkar, C/31, Mahalaxmi Society, Off Veera Desai Road, Andheri (W), Bombay- 400 058 Occupation : Service	Sd./-	

8. Shri Ashish Kumar Chauhan S/o Shri Manilal Mohanlal Chauhan 301, Parekh Plaza, Vallabhai Road, Ville Parle (W), Bombay- 400 052  Occupation : Service	Sd./-	
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(1) Special Resolution passed at the Extra-Ordinary General Meeting held on September 11, 2000

“RESOLVED THAT pursuant to section 31 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded for the Alteration of the Articles of Association of the Company by substituting existing Article 119 of the Articles of Association of the Company with the following new Article 119:

Article 119

Managing Director/ Whole-time Director

119. (i) Subject to the provisions of the Act, the Board of Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors or Wholetime Director or Wholetime Directors, by whatever name he or they are called, of the Company on such conditions and for such term not exceeding five years at a time as they may think fit.

(ii) Subject to the provisions of the Act and these presents, a Managing Director or a Whole time Director shall not whilst he continues to hold that office, be subject to retirement by rotation under Article 131 but shall, subject to the provisions as to the resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or Whole – time Director if he ceases to hold the office of Director for any cause.

(iii) Subject to the provisions of the Act, Directors may, from time to time, entrust and confer upon the Managing/ Wholetime Director(s) for the time being such of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit either collaterally with or the exclusions of their power and from time to time revoke, withdraw, alter or vary all or any of such powers”.

(2) Special Resolution passed at the Annual General Meeting held on June 10, 2004.

“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded for the alteration of the Articles of Association of the Company through insertion of the following clause as Article 15A:

Buy Back of own shares or securities

15A. Notwithstanding anything contained in these Articles, the Company may, when and if thought fit, buy back such of the Company’s own equity shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be required under the provisions of Section 77A and other applicable provisions of the Act.”

(3) Special Resolution passed at the Extra-ordinary General Meeting held on September 27, 2012.

“RESOLVED THAT pursuant to provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of Securities and Exchange Board of India (SEBI) and such other approvals, permissions and sanctions, if any, required from any statutory or other authority (ies), consent of the Company be and is hereby accorded for the alteration of the Articles of Association of the Company -

(1) through insertion of the following clause as Article 19A after Article 19:-

Quote

Dematerialisation of equity shares

19A. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996. In respect of the securities so dematerialised, the provisions of the Depositories Act, 1996 and the relevant regulations shall apply.

Unquote

(2) through substitution of the existing Article 63 with the following new Article 63:-

Quote

63 (1) Issue and holding of shares subject to SEBI Regulations

Notwithstanding anything to the contrary contained in these Articles, the provisions of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 or any statutory modification or re-enactment thereof, shall apply in respect of issue and holding of equity shares of the Company.

(2) Restriction on the transfer

As provided in the foregoing Articles and without prejudice to the provisions of Article 55, a member shall be at liberty to transfer the share:

Provided however that the Board may refuse the transfer if in its opinion –

(a) the transfer is being made otherwise than in accordance with relevant SEBI circulars and directives besides the provisions of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 or any statutory modification or re-enactment thereof, or



(b) the transfer, if made, will not be in the interest of the Company.”

Unquote

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the Board in its absolute discretion may think fit.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary or desirable to give effect to this Resolution.”

(4) Special Resolution passed at the Extra - ordinary General Meeting held on August 14, 2013.

“RESOLVED THAT pursuant to provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of Securities and Exchange Board of India (SEBI) and such other approvals, permissions and sanctions, if any, required from any statutory or other authorities, consent of the Company be and is hereby accorded for the alteration of the Articles of Association of the Company –

(1) (a) by insertion of the word “acquisition” in between the word(s) “Issue” and “and holding of shares subject to SEBI Regulations” in the heading of Article 63 (1);

(b) (i) by deletion of the word “statutory” after the words “.....Regulations, 2012 or any”, (ii) by deletion of the words “or re-enactment thereof...” after the word “modification”, (iii) by insertion of words “thereto, as the case may be”, before the words “shall apply in respect of....” and (iv) by insertion of word “acquisition” after the word “...issue” in Article 63 (1).

(2) (a) by deletion of the word “statutory” after the words “...Regulations, 2012 or any”, (b) by deletion of the words “or re-enactment thereof...” after the word “modification”, and (c) by insertion of words “thereto, as the case may be” after the word “modification” in Article 63 (2).

(3) (a) by insertion of the words “Public Interest Directors, Shareholder Directors (including employee Directors),” after the words “...more than twelve including” and (b) by deletion of the words “ Debenture Directors (if any)” before the words “and the Managing Director...” in Article 116 ;

(4) by insertion of the following new clause as Article 116 A after Article 116:-

Quote

Notwithstanding anything to the contrary contained in these Articles, directives issued by SEBI and/ or provided in the Rules from time to time with regard to composition of the Board, general requirements related to manner of appointment of directors, chief executive, code of conduct and other incidental and consequential matters relating to governance of the Company shall be complied with.

Unquote

(5) (a) by insertion of the words “and the approval of the Securities and Exchange Board of India,” after the words “Subject to provisions of the Act”; and (b) by insertion of words “or re-appoint” after the words “...the Board may, from time to time, appoint” in Article 119(i).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the Board in its absolute discretion may think fit.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps (including steps to remove any difficulties that may arise in the implementation) as may be necessary or desirable to give effect to this Resolution.”