

**MEMORANDUM  
OF  
ASSOCIATION  
OF  
JAY BHARAT MARUTI LIMITED**

For Jay Bharat Maruti Limited

  
Company Secretary



प्रमाणित किया जाता है  
FORM 10

निगमन का प्रमाण-पत्र  
**Certificate of Incorporation**

No. 27342 of 1986-07

I hereby certify that :- JAY BHARAT MARUTI LIMITED  
is this day incorporated under the Companies Act, 1956 (No.1 of 1956)  
and that the Company is Limited.


Given under my hand at NEW DELHI this NINETEENTH day of  
MARCH One Thousand Nine hundred and EIGHTY SEVEN.



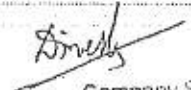
Sd/-  
(SOORAJ KAPOOR)  
Registrar of Companies  
DELHI & HARYANA

CERTIFIED TRUE COPY

For Jay Bharat Maruti Limited

  
Company Secretary

For JAY BHARAT MARUTI LTD.

  
Company Secretary

Company No. 27342



## Certificate for Commencement of Business

Pursuant to section 149 (3) of the Companies Act, 1956.

I hereby certify that the JAY BHARAT MARUTI LIMITED which was incorporated under the Companies Act, 1956 on the NINETEENTH day of MARCH 1987 and which has filed a duly verified declaration in the prescribed form that the conditions of section 149 (2) (a) to (c) of the said Act, have been complied with, is entitled to commence business.

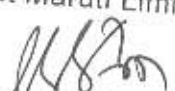
Given under my hand at NEW DELHI  
this FIRST day of APRIL  
One thousand nine hundred and EIGHTY SEVEN.



Sd/-

(SOORAJ KAPOOR)  
Registrar of Companies  
DELHI & HARYANA

For Jay Bharat Maruti Limited

  
Company Secretary

(THE COMPANIES ACT, 1956)  
(PUBLIC COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION**  
of  
**JAY BHARAT MARUTI LIMITED**

- I. The Name of the Company is: - **JAY BHARAT MARUTI LIMITED**
- II. \*The Registered Office of the Company will be situated in the State of Haryana.
- 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 carry on the business of designing, manufacturing, developing, fabricating, assembling, improving, buying, selling, Importing, exporting and dealing in:-
  - a) all kinds of pressings, Forgings, stampings, rolling, castings, laminations, fabrications and extrusions.
  - b) Automotive machines and equipment operating on land, air or water on all sources of power, their components, assembles and parts thereof of every descriptions.
  - c) all kinds of components, sheet metal components, auto ignition and auto electrical parts, meters, auto bulbs and lights.
2. To carry on the business of Iron masters, Iron Founders, mechanical and electrical engineers, steel makers, steel converters, tin plate makers, manufacturers of agricultural implements and all kinds of machineries and tools, brass founders, metal workers, boiler makers, metallurgists and wood workers.
3. To develop and commercialise technologies in the fields of autos and automation, their component, accessories and allied things.
4. To manufacture, produce, process, design, fabricate, assemble, buy, sell, import, export and deal in products, or by products, commodities, raw materials, stores, tools, dies, Jigs fixtures, moulds, gauges, plants and machinery used in the manufacture of items stated above whether in India or abroad and to offer technical consultancy services in general and to those Intending to manufacture, commodities, machinery or equipment of the type manufactured by the company.
5. To carry out the business of importers, exporters, general merchants, traders, commission, agents, distributors Concessionaries and consultants, in respect of the businesses referred to in para (1) to (4) above

*\* Shareholders had approved the shifting of registered office via special resolution passed in Annual General Meeting held on September 16, 2023 subject to necessary approvals.*

For Jay Bharat Maruti Limited

  
Company Secretary

## **B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:-**

1. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or Company carrying on or proposing to carry on any business which this Company is authorised to carry on and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or Company or to acquire an Interest In, amalgamate with or enter into any arrangements for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired by any shares, debentures, debenture - stock or securities, that maybe agreed upon and to hold, and to retain or sell, mortgage and deal with any shares, debenture - stock or securities so received.
2. To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, Engine, roadways, tramways, railways, branches or sidings, bridges, reservoirs, water Courses, wharves, electric works and other work and conveniences which may seem necessary to advance the Interests of the Company and to Join with any such other person or company in doing any of these things.
3. To expend money, in experimenting on and testing and Improving or seeking to Improve any patents, rights, Inventions, discoveries, processes or Information of the Company or which the Company may acquire or propose to acquire.
4. To enter into arrangements with any Government or Authorities, Municipal, local or otherwise, that may appear to the Company conducive to the Company's main objects or any of them and to obtain from any such Government or Authorities, any rights privileges and concessions which the Company may think desirable to abstain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
5. To purchase, take on lease, in exchange, hire or otherwise acquire, any movable or Immovable property Including land, buildings, basements, stock - in - trade, plant and machinery of every kind and any right or privileges which the Company may think necessary or convenient for the purposes of Its business.
6. Subject to Section 58A, 293 and 292 of the Companies Act, 1956, and regulations made thereunder and the directions Issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money on deposit at Interest, for any of the purposes of the Company and at such time or times as may be thought fit by promissory notes, by taking credits In or opening current accounts with any person, firm, bank, Company or financial Institutions and whether with or without any security or by such other means as the directors may In their absolute discretion deem expedient and in particular by the issue of debentures or debenture-stock perpetual of otherwise and as security for any such money so borrowed, raised, received and If any such debentures or debenture -stock so issued, to mortgage, pledge or charge the whole or any part of the property and the assets of the Company both present and future, including Its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, provided that the Company shall not carry on banking business as defined In Banking Regulation Act, 1949.

7. To acquire and dispose of copyrights, rights or representation, licences and any other rights or interest in any book, paper, pamphlet, drama, play, poem, song composition (musical or otherwise), picture, drawing, work of art or photograph, and to print, publish or cause to be printed or published anything of which the Company has a copyright or right to print or publish and to sell, distribute and deal with any matter so printed or published in such manner as the Company may think fit and to grant licences or rights in respect of any property of the Company to any other such person, firm or Company related thereto.
8. To establish for any of the purposes of the Company any branches or to establish any firm or firms of promote any Company or Companies or divisions thereof at places in or outside India as the Company may think fit.
9. To promote or assist in the promotion of any Company or Companies or division or divisions for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
10. To invest in any monies of the Company in such investments (including company's own shares or stockists) as may be thought proper and hold, sell or otherwise deal with such investments in accordance with the provisions of Law.
11. To lend and advance money or give credit to such persons at Companies and on such terms as may be expedient and in particular to customers of and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money by any such persons or Companies provided that the Company shall not do any banking business, as defined in Banking Regulation Act, 1949.
12. To remunerate any person or Company for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.
13. To open account with any banks or financial institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, letters of credit, hundis, bills of lading, railway receipts, warrants, debentures and such other negotiable or transferable instruments of all descriptions and to buy, sell and deal in the same.
14. To procure the Company to be registered or recognised in any part of the world outside India.
15. Subject to Section 293 of the Act, to sell, lease, mortgage or otherwise dispose of the property, assets or any undertaking of the Company or any part thereof for such consideration as the Company may think fit.
16. To distribute, among the members in specie or in kind any property of the Company in the event of winding up of the Company or any proceeds of sales or disposal of any property of the Company, subject to the provisions of the Companies Act, 1956.
17. To give publicity to the business and production of the Company by means of object or for any exhibition advertisement in the press, pamphlets, handbills, circulars, cinema slides or by publication of book, pamphlets, catalogues, instructions book, technical articles, periodicals and exhibition of works of art by granting rewards, prizes and donations or by participating in technical conference, symposia or in any other such suitable manner of all kinds.
18. To establish or support or aid in establishment or support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the



dependents of such persons and to grant pensions and allowances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

19. To pay all costs, charges, expenses Incurred in connection with Incorporation of the Company, Including preliminary expenses of any kind and Incidental to the formation and Incorporation of the Company, costs, charges and expenses of negotiating contracts and arrangements made prior to and In anticipation of the formation and Incorporation of the Company.
20. To do all or any of the above things and all such other things as are Incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world and either as principals, agents, consultants, contractors, trustees or otherwise and by or through trustees, agents, consultants or otherwise and either alone or in conjunction with others.
21. To form, Incorporate, promote any Company or Companies whether In India or elsewhere, having amongst Its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other object or objects which In the opinion of the Company could or might assist the Company In the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred In connection with any such promotion or incorporation and to remunerate any Person or Company In any manner it shall think fit for services rendered or to be rendered, in obtaining subscription for or placing or assisting to place or to obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of any other Company held or owned by the Company or in which the Company has any Interest In or about the formation or promotion of the Company or the conduct of Its business or In or about the promotion of any other such Company In which the Company may have an interest.
22. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or Interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
23. Subject to the provisions of Section 293A of the Companies Act, 1956, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition.
24. To establish and maintain or procure the establishment and maintenance of any contributory or non - contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or is allied to or associated with the Company or with any, such subsidiary Company or who are or were at any time Directors or officers of the Company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any Institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and made payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
25. To undertake financial and commercial obligations, transactions and operations of all kinds, In connection with the business of the Company.

26. To guarantee the payment of money unsecured are secured or payable under or in respect of promissory notes, bonds, debentures, debenture - stock, contracts, mortgages, charges, obligations, Instruments and securities of any Company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether Incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the Company.
27. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patent, patent rights, brevets d'inventions, trademarks, designs, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or of any secret or other Information as to any invention, process or privilege which may seem necessary use for any of the purposes of the Company or the acquisition of which may seem calculated directly or Indirectly to benefit the Company and to use, exercise, develop or grant licences or privileges In respect of or otherwise tum to account the property, rights and Information so acquired.
28. To sink well, shafts, lay down pipes, construct, maintain and Improve any or all of them and other work Incidental thereto calculated directly or Indirectly to advance the Interest of the Company and to pay and contribute to the construction, maintenance and 'Improvement of any such services.
29. To enter into trade and/or technical and other similar collaborations with any person, firm, company, corporate body, government or other bodies either foreign, local or otherwise to carry out all any of the objects of the company on such terms and conditions as the Company thinks fit and proper.
30. To appoint, transfer, remove, contract, promote, train any person as the Company deems fit in attaining the object mentioned above.

**(C) OTHER OBJECTS:-**

1. To carry on the business as tourist agents and contractors and to facilitate travelling and to provide for tourists and travellers and promote the provision of conveniences of all kinds In the way of or through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, enquiry bureau, libraries, lavatories, reading room, baggage transport and otherwise,
2. To setup steel furnaces and continuous casting and rolling mill plant for producing steal and alloy steel billets and all kinds and sizes of the re-rolled sections such as fats, angles, rounds, squares, hexagons, octagons, Ralls, Joists, channels, strips, sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shaftings and steel structural,
3. To carry on the businesses of manufacturers, processors, Importers, exporters of and dealers In all kinds of ferrous and non - ferrous material meant for any Industrial or non-Industrial use and to carry on the business In cold or hot rolling, re -rolling, slitting, edge milling, sheeting, stamping, pressing, extruding, forging, drawing, Battening, straightening, "heat treatment of all kinds of steel and such other metals or any other such strips, sheets, foils, tapes, wires, rods, plates and any other such sections, shapes or forms of all kinds.
4. To carry on the business of mine owners, manufacturers, Importers, and exporters of, traders and sellers in particular china clay, ball clay, quartz, feldspar, fire cay, gypsum, bauxite, kyanite, stalite, bentonite, sliminite, dolomite, magnesite, calcite, lime Stone chrome, zirconium, graphite, manganese ,red oxide, yellow ochre, llsselghure or other associate minerals and chemicals needed for manufacturing, producing and dealing in all ceramic products particularly pottery products and



refractory products such as fire bricks, silica refractories, Insulating refractories, magnesite refractories, fire cements and mortars, bricks; tiles, sewer pipes; drain pipes, lime, cement, artificial stones, glass and enamel Products and other products, articles and things made synthetically or made, composed or prepared, wholly or In part of any mineral or such other substance or substances thereof.

5. To carry on the businesses of manufacturers, processors-and Importers of and dealers in gases of all types meant for any industrial or non - Industrial use.
6. To carry on the businesses of manufacturers, processors and Importers, exporters of and dealers in gas-cylinders, graphite electrodes, welding rods and materials and all types of components, materials and things used in the same.
7. To carry on the business of suppliers of plant, machinery and equipment, stores, tools, gadgets, devices, contraptions, Instruments, spares and components and to develop, acquire, supply plans, drawing, estimates, project reports and know-how for industries, business, Companies, services and public bodies and Governments.
8. To carry on the business of running motor lorries, motor taxies, motor Omni buses and conveyances of all kinds and on such lines and routes as the Company may think fit and to transport passengers and goods and to do the business of common carriers.
9. To cay on the business as brewers, distillers and manufacturers of and merchants and dealer In vinegar, acetic acid, glucose, wines, splits, beers, porter, malt, hops, grain, meal, yeast, aerated water, carbonic add gas, mustard pickles, sauces, condiments of all kinds, cocoa, coffee preservers and all or any other such commodities and things which may be conveniently used or manufactured in conjunction with any of the above or any similar business of manufacturers.
10. To carry on the business of cold storage of fruits, -vegetables, seeds, fish, meat, agricultural products, milk and dairy products and such other perishable terms,
11. To carry on the business of manufacturers and dealers 'in tractors, automobiles, earth moving equipment; internal combustion engines, billers, locomotives and compressors.
12. To manufacture and/or deal in automobile parts, spare parts and components of machineries and to act as agents for manufacturers of various parts and components,
13. To cultivate, grow, produce or deal In any agriculture, vegetable or fruit products, and to carry on the businesses of farmers, dairymen, milk contractors; dairy farmers, millers, surveyors and 'vendors of mill products, condensed milk and powdered milk, cream, -cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all Kinds, growers of and dealers In com, hay and straw, seeds men and nurserymen and to buy, sell, manufacture and trade-n any goods usually traded In any of the above businesses or any other such business Inclusive of staple foods and medicinal preparations from milk, vegetable and animal products of any substitute for any of them associated with the farming Interests.
14. To carry on the manufacture and sale of medicines and preparations and to carry on the business of manufacturers, buyers and sellers of and dealers in all kinds of medicines and medical preparations and drugs and obtain patents for them,

15. To carry on the business of wholesale and retail in all Kinds of merchandise such as textiles, yam, steel, spices, dry fruits, chemicals, dye chemicals and grains.
16. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers in and distributors for petroleum Companies, to run service station for the repairs and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils and greases.
17. To carry on the business of manufacturers of and dealers in all types of rubber and plastic goods, particularly Industrial rolls, rollers, sheets, belting and consumer goods such as tyres, tubes and such other allied products thereof chappals, shoes, toys, medical and surgical goods and all other such kinds of products related thereto.
18. To carry on the trade or business of manufacturers of ferro manganese, colliery proprietors, coke manufacturers, miners, smelters, engineers and tin plate makers in all their respective branches. To carry on the business of electrical engineers, electricians, contractors, suppliers of and dealers in electric and other appliances, electric motors, fans lamps, furnaces, household appliances, batteries, cables, wirelines, dry cells, accumulators, lamps and works and 'to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electrical energy can be employed and to manufacture and deal in all apparatuses and things, required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, including in the term electricity all power that may be directly or Indirectly derived therefrom or may be Incidentally hereafter discovered in dealing with electricity.
19. To carry on the business of machinists, makers of machinery, manufacturers of pressed bowls, mechanical engineers, marine engineers, Iron founders, brass founders, Iron and steel converters, metallurgists, smiths and Iron masters, steel makers, blast furnace proprietors, repairers, boiler makers, sand-blast proprietors, consulting engineers, asbestos manufacturers, spanners, annealers, enamellers, electric and chromium plates, polishers, painters, garage proprietors, blacksmiths, tin smiths, iron mongers, alloy makers, metal plates, -wire weavers and to buy, sell, manufacture, repair, alter, convert, let on hire and deal in plant, machinery, tools, Implements, utensils, rolling stock and 'hardware of all kinds,
20. To manufacture, buy and sell machinery, store, engineering products of all kinds and description and to carry on the business of suppliers of and dealers in all types of machinery and in all products intended for use in foundry and treatment of metals.
21. To carry on the business of manufacturers of or dealers in glass products such as sheet and plate glass, glass wool and Laboratory wares.
22. To carry on the business of manufacturers of or dealers in textiles such as manmade fibres, cotton, silk, jute, woollen and synthetics.
23. To carry on the business of manufacturers of or dealers in industrial machinery of all types, including bearings, speed reduction units, pumps, machine tools and agricultural machinery and earth' moving machinery, road rollers, bulldozers, dumpers, scrapers, loaders, shovels and drag lines and light engineering goods such.as cycles and sewing machines and their components.
24. To carry on the business as manufacturers, stockist, Importers and exporters of and dealers in engineering drawing sets, builders, hardware steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, Instruments, - apparatus and

other machinery, plants, equipment, articles, appliances, their component parts, accessories and allied things.

25. To carry on the business as manufacturers, stockists, exporters and Importers of and dealers in bolts, nuts, nails, rivets, hinges, hooks and all other such hardware items of all types and descriptions.
26. To carry on the business as manufacturers, stockist, Importers, exporters, repairers of and dealers in dynamos, motors, armatures, magnets; batteries, conductors, Insulators, transformers, converters, switch boards, cookers, engines, guns, presses, insulating material and electrical plant, appliances and supplies of every description.
27. To carry on the business as manufacturers, stockist, importers and exporters of wearable and unwearable fabrics, high density polythene and polypropylene, woven sacks, tarpaulin of various qualities and types.
28. To carry on the business as stockists, importers and exporters of general goods, suppliers, commission agents and clearing and forwarding agents.
29. To carry on the business as manufacturers of or dealers in or as stockists, importers and exporters of bottles. Jars fibrate boxes, corrugated containers, aluminium foils of all types, wooden drums, packing cases, rods, wires, ropes, strips conductors, equipment required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps, furnaces, batteries and accumulators.
30. To procure or develop and supply technical know-how for the manufacture or processing of goods, materials or in the Installation or erection of machinery or plant for such manufacture or processing or In the working of mines, oil wells or other sources of mineral deposits or In search for or discovery or testing of mineral deposits or in carrying out any operations relating to agriculture, animal husbandry, dairy or poultry farming, forestry or fishing or rendering services in connection with the provision of such technical know-how.
31. To carry on the business of manufacturers and dealers in all kinds of packaging, packing requisites and cartons made of cardboard, strawboard, wood, glass or any other such material of all types, metal, glass or plastic containers as also containers of any other such material related thereto.
32. To carry on the business of Importers, exporters, stockists, suppliers and manufacturers of and dealers In commercial, Industrial and domestic plastics and plastic products of any .nature, substance and form and of any raw material Including styrene, vinyl chloride, poly - vinyl, polyethylene, polyolefins, vinyl acetate and copolymers and other allied materials, acrylics and polyesters, polycarbonates and polyethers and epoxy resins and compositions, silicon resins and P-F., U.F and other thermoplastic moulding compositions In prefabricated sections and shapes, cellulosic plastics and other thermosetting and thermoplastic materials {of synthetic or natural origin}, colouring materials; plastic and resins materials and adhesive compositions.
33. To carry on the business of manufactures, importers and exporters, traders and dealers In or otherwise engage In ceramic, refractory and plastic {such as PVC, PE balelite, urea, formaldehyde and other similar chemical compositions} products of all classes; such as fibre glass, glass wool, fire clay, refractories, Insulations, cement of all types, glass, china wares, porcelain wares, earthenware's, stoneware's, terra-cotta, plastic moulding and extrusions and all types of 'any such class such as crockery wares, tablewares, glasswares, figures and statues, artificial teeth, electrical Insulators, sanitary wares, glazed or unglazed tiles, laboratory, hospital and industrial requisites, sparkling plugs,

drainage and water supply pipes, refractory and Insulation cements, bricks and other shapes and linings and all other such types and kinds or any class of plastic, heavy clay and ceramic products.

34. Subject to the provisions of Gold Control Act, 1968, to carry on the businesses of goldsmiths, silversmiths, jewellers, gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery and cutlery and their components and accessories and producing; acquiring, importing, exporting and trading in metals, bullion, gold ornaments, silver, silver utensils, diamonds, precious stones, paintings antiques and objects of art.
35. To carry on the businesses cotton spinners and doublers, flax, hemp and Jute spinners, linen and cloth manufactures, flax hemp, Jute and wool merchants, wool-combers, worsted spinners, woollen spinners, yarn merchants, worsted stuff manufacturers, bleachers and dyers and makers of vitriol, bleaching and dyeing materials,
36. To carry on the businesses of manufacturers, processors, Importers; exporters of and dealers in ceramics and refractories and allied articles of all types, categories, grades, standards and qualities,
37. To carry on the business of hotel, restaurant, cafe, tavern, beer house, restaurant room, boarding and lodging housekeepers, licensed victuallers, wine, beer and spirit merchants, masters, manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements, generally coach, cab, carriage and motorcar proprietors, livery, stable and garage keepers, Job masters, Importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of cubs, baths, dressing room, Laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements and recreation sport, entertainment and instructions of all kinds, tobacco and cigar merchants, agents for railway, road, air and shipping Companies and carters, theatrical and opera - box office proprietors and general agents and to provide services and facilities of all kinds on a commercial basis that may be required for the tourist and entertainment Industry.
38. To carry on the businesses of transport, cartage and haulage contractors, garage proprietors, owners and charterers of road vehicles, aircrafts, ships, tugs, barge and boats of every description, lighter men, carriers of goods and passengers by road, rail, water or air, carmen, cartage contractors, stevedores, wharfingers, cargo superintendents, packers, haulers, warehousemen, store - keepers and Job masters.
39. To organise, run, maintain, operate, promote the business of Interior decorators, furniture and carpet designers and manufacturers, boutiques, operators of fashion centres fashion shows and to make, acquire, deal in any way in handicrafts, objects of art, precious stones, jewellery, whether artificial or otherwise, and articles wherein precious stones may be used, in textile fabrics and to manufacture and deal in any products as are dealt in by boutiques, fashion shows and interior decorators.
40. To establish experimental farms and research stations anywhere in India for conducting experiments, tests and research for developing better quality food grains and agricultural products and for developing milch strain in cattle's by cross breeding or otherwise and increasing egg laying capacity in poultry and also for finding other ways and means of improving such other agricultural crops, produce seeds, fodder crops and cattle feed of all kinds.
41. To carry on the business as general, commercial, colour craft and process printers, lithographers, photographers, engravers, die-makers, publishers of newspapers, books, magazines, art and musical production, plan and chart printers, press and advertising agents, contractors, ink, dye, colour and chemical manufacturers, manufacturers of metal and other signs and manufacturers of and dealers of containers and components and machinery and manufacturers of and dealers in printing



machinery, type and all printers supplies, book binders and stationers and dealers in all kinds of F supplies and equipment for mercantile and such other Uses.

42. To carry on the business of manufacturers of and dealers in all kinds and classes of paper and pulp including sulphite and sulphate wood pulp, mechanical pulp and soda pulp and papers including as transparent, vellum, writing, printing, glazed, absorbent, news printing; wrapping, tissue, Cover, blotting, filter, bank or bond, badami, brown, buff or coloured, lined, azure laid, grass or water proof, handmade parchment, drawing, crack, carbon, envelope and box and straw duplex and triplex boards and all kinds of articles in the manufacture of which in any form of pulp, paper or board is used.
43. To promote, establish acquire and. run or otherwise carry on the business of any plastic or rubber industry or business of manufacture of materials in such for use in industries or business such as wax, paper, baledite, plywood, celluloid, products chemicals of all sorts and such other articles or things and similar or allied products of process hereof and to sell, purchase or otherwise acquire or deal in materials or things in connection with such trade, industry or manufacture and to do all things as are usual or necessary in relation to or in connection with such business or industry or manufacture.
44. To carry on the business of providing comparative information about the characteristics, interest or other attributes of individuals, communities, organisations, countries or other social units and of any articles or commodities or economic trends or persons what so ever, to design, invent, prepare, own, make use of, lease, or otherwise dispose of and deal in and with computers, data processing machines, tapes, cards, memory equipment or any other equipment and materials of every kind and description useful in connection with this business, to licence or otherwise authorise others to engage in the foregoing and to engage in general research and development in areas related to or involving the foregoing.
45. To carry on development and research work and to manufacture, calcine, refine, process, import, export, buy, sell and deal in petroleum coke and coaltar, anthracite coal and to draw out, manufacture and deal in coaltar, canlion products and other such by – products as may be possible and to utilise waste gases for industrial uses and purposes.
46. To carry on the business of manufacturers, processors, importers, exporters of and dealers in pesticides and allied articles of all types, categories, grades, standards and qualities. -
47. To carry on the business of advertising contractors and agents to acquire and dispose of advertising time; space of. opportunities in any media, to undertake advertising and \* promotional companies of every nature, to acquire and provide promotional requisites of every kind and description and to carry on any other business which may be usefully carried on in connection with such business and to acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on the business as contractors or agents.
48. To carry on the business as auctioneers, house agents, land and estate agents, appraisers, valuers, brokers, commission agents, surveyors and general agents and to purchase or otherwise acquire and to sell, let or otherwise dispose of and deal in, real and property of every description.
49. To carry on the business of manufacturers of and dealers and workers in cement, lime, plasters, whiting, day, gravel, sand, minerals, earth, coke, fuel, artificial stone and builder's requisites and conveniences of all kinds and of engineers, ship, barge, lighter and truck owners, quarry owners, builders, general contractors and carriers.

50. To carry on the business whether together or separately of proprietors, managers and renters of cinemas, theatres, music halls, concert and dance halls, discotheques and other places of amusement and entertainment of every kind and of film producing studios, recording studios and radio and television studios,
51. To carry on the business of exhibiting cinematograph films and of organising the production, management and performance of plays, dramas, comedies, operas, burlesques, pantomimes, revues, musical and other places, ballets, shows, radio and television entertainments, sonnet luminee and other amusements and entertainments of every kind and of organising, managing and holding concerts, recording sessions and Dances.
52. To carry on the business of film producers, film renters, film hirers and distributors,
53. To purchase, hire or otherwise acquire any photographic, recording and other apparatus in connection with cinematograph shows and exhibitions and radio and television entertainments and to manufacture films and such other appliances; and machines in connection with mechanical or electrical representation or transmission of pictures, music and radio.
54. To carry on the business as proprietors of clubs, gaming rooms, card rooms and billiard rooms and generally as amusement caterers and organisers, promoters, providers and managers of all kinds of entertainments, amusements, recreations, games, sports, competitions and pastimes, licensed victuallers, restaurant and refreshment room proprietors and to deal in food, drink and refreshments, wine and spirit dealers, printers, publishers, magazine and periodical proprietors and book sellers.
55. To carry on the business of railway automobile or such other wagon or coach builders, carriage, car, cart and wagon or other vehicle builders, iron founders, mechanical engineers and manufacturers of implements and machinery, iron and brass founders, metal workers boiler makers, millwrights, machinists, smiths, wood workers, builders, painters, engineers and gas makers.
56. To carry on the business as manufacturers and dealers in and seller of all or any type of electronic components, raw materials and equipment, audio products, electronic calculators, digital products, micro process or based system, mini computers, performances and amusements of any kind. Communication equipment and process control equipment, instrumentation and industrial and professional grade electronic equipment.
57. To engage, provide and employ or to act as agents in the engaging, providing and employing of artists, actors, singers, dancers, variety performers, sportsmen, lecturers, instructors, entertainers and any other persons of Companies for the production, transmission, representation and performance of film plays, stage plays, operas, burlesques, vaudevilles, pantomimes, ballets, concerts, exhibitions, sports, entertainment, performances and amusements of any kind.
58. To employ persons to write, compose, adopt or arrange plays, cinematograph and moving pictures, plays, sketches, songs, music, dances and any other theatrical, musical or variety compositions and to enter into agreements with authors, composers and lyric writers or such other persons for the dramatic or other rights of operas stage plays, operettas, revues, burlesques, vaudevilles, ballets, pantomimes spectacular pieces, musical compositions, cinematograph and moving pictures, plays, scenarios and other musical and dramatic performances and entertainments or for the representation thereof in any part of the world.
59. To carry on the business of garage proprietors and of a service station for motor vehicles of all kinds.



60. To finance or assist in financing the sale of goods, articles or commodities of all and every kind or description by way of hire purchase or deferred payment or similar transactions and to institute, enter into, carry on, subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms, to acquire and discount hire purchase or such other agreements or any rights thereunder (whether proprietary or contractual).
61. To carry on the business of advisers on problems relating to the administration and organisation of industry and business and the training of personnel for industry and business and to carry on the businesses of industrial, business and personnel consultants and to advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution; marketing and sale of goods and/or relating to the rendering of services.
62. To start, acquire, print, publish and circulate or otherwise deal with any newspaper or newspapers or such other publications of all types and to carry on the business of newspaper proprietors and general publishers.
63. To carry on the business as business consultants, market research consultants, business transfer agents, valuers and estate agents and to act as intermediaries in the introduction of sellers, purchases, partners and employees.
64. To carry on the business as suppliers of trained sales staff for temporary or permanent employment and to establish and maintain an employment agency.
65. To acquire whether by purchase, lease, exchange or otherwise office premises and accommodation for the purpose of leasing the same or making the same available to any person, firm or company.
66. To conduct, hire, purchase or otherwise acquire and work ships and vessels of any class and to establish and maintain lines or regular services of ships or other vessels and to carry on the business of ship owners and to enter into contracts for the carriage of mails, passengers, goods and cattle by any means and either by its own vessels and such other forms of transportation of all types or by or over the vessels and modes of transportation of others.
67. To acquire concessions or licences for the establishment and working of lines of ship or other vessels between any ports of the world or for the formation or working of any railway or tramway, wharf, pier, dock or other works or for the working of any coaches or other public conveyances with the benefit of any subsidy attached to any such concession or licence or otherwise.
68. To purchase otherwise acquire and to carry on the business or businesses of steamship owners, ship owners, smack owners, trawlers, deep-sea fishers, fishers, fish curers, fish salesmen, wholesale and retail fish merchants, wholesale and retail game and poultry merchants, ice manufacturers, cold storage keepers, warehousemen, cod-liver oil manufacturers, oil merchants and refiners, utilisers of fish refuse, manure manufacturers, anchor and chain makers, wire rope makers, rope makers, mast and block makers, ship chandlers, marine store keepers, compass and nautical instrument makers; marine engineers, engineers, dry-dock keepers, ship keepers, boat builders, ship and boat repairers, ship and boat outfitters, ship breakers, ship agents, salvors, wreck removers, wreck raisers, divers, actioners, valuers, assessors, stevedores, wharfingers, carriers and forwarding agents.

69. (a) To undertake, carry out, promote and sponsor rural development, agricultural development and scientific research programmes and to assist execution and promotion of such programmes sponsored by any other institution, organisation, trust or association either directly, or through any agency by contributing, participating, and/or donating in cash or in kind as approved by the Central Govt. or State Government or any other such appropriate authority.
- (b) To obtain the necessary approval from the prescribed authority under the income Tax Act, 1961 or any other law for the time being in force in India or abroad and also to accept donation, grant, aid and or contribution in cash or in kind from any person. Association, institution, co - operative society, companies and Central or State Governments towards such programmes.
70. To develop into and commercialise technologies in the fields of electronics, solar, automation, acoustics, space, pollution control, data processing, instrumentation, nucleonic, photography and oceanography, etc., and to manufacture, install, maintain, repair, develop, improve, design, buy, sell, import, export and deal in domestic and industrial appliances, equipment devices, test equipment, industrial process control instruments, their components, accessories and things.
71. To manufacture Steel furniture and fittings, Electrical, water, sanitary and gas fitting, heating, cooling and refrigeration appliances, tubular fitting, household-appliances, hardwares, Artwares, novelties and decorative articles.
72. To provide and engage in leasing and hire purchase financing.

**IV. The Liability of the members is Limited.**

**V The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into:**

- a) Equity Share Capital of Rs. 27,00,00,000/- (Rupees Twenty Seven Crores only) divided into 13,50,00,000 (Thirteen-Crore Fifty Lakh) Equity Shares face value of Rs. 2/- (Rupees Two only) each.
- b) Preference Share Capital of Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 (Thirty Lakhs) Preference Shares face value of Rs.10/- (Rupee Ten Each).

\* Shareholders had approved the alteration in Capital clause via special resolution passed in Annual General Meeting held on September 16, 2023.

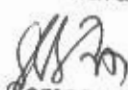
We, the several persons whose names and address are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively in Capital of the Company, set opposite our respective names:-

Sl. No.	Name, Address, Description and Occupation of each Subscriber	No. of equity shares taken	Signature of the Subscriber	Signature of Witness and his Name, Address, Description and Occupation
1.	<b>RAMRICHHAPAL AGGARWAL</b> S/o Lt. Rameshwar Das Agarwal 62/A, Pedder Road, Bombay-26 Industrialists	100 (One hundred)	Sd/-	<b>I, hereby witness all the seven signatories to the Memorandum of Association</b> <b>Sd/-</b> <b>(R.K. Mehra)</b> <b>S/o Sh. B. P. Mehra</b> <b>505, Chiranjiv Towar,</b> <b>Nehru Place, New Delhi-</b> <b>110019</b> <b>Chartered Accountant</b>
2.	<b>PHOOL CHAND BINDAL</b> S/o Lt. Rameshwar Das Agarwal 6/1 A, Maira Street Calcutta - 17 Industrialists	100 (One hundred)	Sd/-	
3.	<b>Satya Priya Arya</b> S/o Ramrichhapal Agarwal 62/A, Pedder road, Bombay-26 Industrialists	100 (One hundred)	Sd/-	
4.	<b>Surendra Kumar Arya</b> S/o Ramrichhappal Agarwal 1177, Sector-15, Faridabad, Industrialist	100 (One hundred)	Sd/-	
5.	<b>Faqir Chand Singhal</b> S/o Sh. Hazarilal Singhal 1177, Sector-15, Faridabad, Industrialist	100 (One hundred)	Sd/-	
6.	<b>Krishan Kumar Singhal</b> S/o Gauri Shankar Singhal 1109, Sector- 15, Faridabad Industrialist	100 (One hundred)	Sd/-	
7.	<b>Sushil Bindal</b> S/o Phool Chand Bindal 4, Vrindavan, Ghod Dad Road, Surat Industrialists	100 (One hundred)	Sd/-	
	<b>Total</b>	700 (Seven hundred Equity Shares)		

Place: - FARIDABAD

Dated the 2nd day of FEBRUARY, 1987

For Jay Bharat Maruti Limited

  
Company Secretary

(THE COMPANIES ACT, 1956)  
 {PUBLIC COMPANY LIMITED BY SHARES}  
**ARTICLES OF ASSOCIATION**  
**OF**

**JAY BHARAT MARUTI LIMITED**

**1. In these Regulations unless the context otherwise require:**

- (a) "the Company" or "this Company" means JAY BHARAT MARUTI LIMITED.
- (b) "the Act" means the "Companies Act, 1956" and every statutory modification or re-enactment thereof and references to Sections of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof.
- (c) "these Regulations" means these Articles of Association as originally framed or as altered, from time to time.
- (d) "the Office" means the Registered Office for the time being of the Company.
- (e) "the seal" means the Common seal of the Company.
- (f) Words imparting the singular shall include the plural and vice versa, words imparting the masculine gender shall include the feminine gender and words imparting persons shall include bodies corporate and all other persons recognised by law as such.
- (g) "month" and "year" means a calendar month and a calendar year respectively.
- (h) Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- (i) Unless the context otherwise requires, the words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof, in force at the date at which these regulations become binding on the Company.

- 2. The Regulations contained in Table A in Schedule the Companies Act, 1956 shall not apply to the Company and the Regulations herein contained shall be the regulations for the management of the Company and for the observance of its members and their representatives. They shall be binding on the Company and its members as if they are the terms of an agreement between them.**

**SHARE CAPITAL**

- 3(i) The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may, from time to time, be provided in clause V of the Memorandum of Association of the Company with power to increase or reduce the Capital and divide the shares in the Capital of the Company for the time being into Equity Share Capital and Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in such manner as may for the time being be permitted by the said Act.**
- (ii) The minimum paid up Share Capital of the Company shall be Rs. 5 Lacs (Rupees Five Lacs Only).**

CERTIFIED TRUE COPY  
 For JAY BHARAT MARUTI LTD.

For Jay Bharat Maruti Limited

Company Secretary

  
 Company Secretary

4. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions and at such time as they think fit and with full power to give any person the option to call for or be allotted shares of the Company of any class, either at a premium or at par or at a discount and for such time and for such consideration as the Directors think fit (subject to the provisions of Sections 78 and 79 of the Act), provided that option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting. The Board shall cause to be made the returns as to allotment provided for in Section 75 of the Act.
- 4\*. (a) The Company shall have power subject to and in accordance with all applicable provisions of the Act and other applicable provisions, if any of its own fully paid shares whether or not they are redeemable and may make a payment out of capital or such other reserves or sources as may be permissible in respect of such purchase.
5. 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 Articles; and every person who thus or otherwise accepts any shares and whose name is on the register shall, for the purposes of the Articles, be a member.
6. (1) Subject to the provisions of the Companies Act, 1956 any preference shares may, with the approval of Board of Directors, be issued on the terms that they are, or at the option of the company are liable, to be redeemed on such terms and in such manner as the Board of Directors may before the issue of the shares determine.
- (2) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Sections 106 and 107 of the Act and whether or not the company is being wound up be varied with the consent in writing of the holders of three fourths of the issued shares of that class or with a sanction of a resolution passed at a separate meeting of the holders of the shares of that class.
- (3) Subject to the provisions of Section 170 (2) (a) and (b) of the Act, to every such separate meeting, the provisions of these regulations relating to meetings shall mutatis mutandis apply, but so that the necessary quorum shall be five persons at least holding or representing by proxy or one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
8. (1) The company may exercise the powers of paying commissions conferred by Section 76 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Section.

\* Amended as per Resolution dated 16/7/1993.

\*\* Amended as per Resolution dated 10/9/1995.



- (2) The rate of commission shall not exceed the rate of 5% (five percent) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 5% (five percent) of such price, as the case may be and in the case of debentures 2½% (two and a half per cent) of the price at which the debentures in respect whereof the same is paid are issued or an amount equal to 2½% (two and a half per cent) of such price, as the case may be.
  - (3) The commission may be satisfied by payment in cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.
  - (4) The Company may also, on any issue of shares, pay such brokerage as may be lawful.
9. Subject to Section 187-C of the Act, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent future or partial interest in any share or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
10. (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within three months after allotment (or within such other period as the conditions of issue shall provide) or within one month after the application for the transfer of registration is received by the Company, certificate in marketable lot free of cost provided further that sub-division, consolidation or splitting of certificate required in marketable lot shall also be done by the company free of cost.
- (2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon.
  - (3) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
11. The Company agrees, that it will not charge any fees exceeding those which may be agreed upon with the Stock Exchange.
- (i) for issue of new certificates in replacement of those that are torn, defaced, lost or destroyed.
  - (ii) for sub-division and consolidation of shares and debenture certificates and for subdivision of Letters of Allotment and Split, Consolidation, Renewal and Power Transfer Receipts into denominations other than those fixed for the market units of trading. Except where such sub-division is required to be made to comply with statutory provisions or an order of a competent court of law.
12. The Company may issue such fractional certificates as the Board may approve in respect of any of the shares of the Company on such terms as the Board thinks fit as to the period within which the fractional certificates are to be converted into share certificates.

*Amended as per Resolution dated 27th August, 1992.*



13. If any share stands in the names of two or more persons, the person first named in the register of members shall, as regards receipt of dividends, the service of notices and subject to the provisions of these Articles, all or any other matter connected with the Company except the issue of share certificates, voting at meeting and the transfer of the share, be deemed the sole holder thereof.

#### LIEN

14. (1) The Company shall have a first and paramount lien upon every share (not being a fully paid up share), for all money (whether presently payable or not) called or payable at a fixed time in respect of that share. Unless otherwise agreed the registration of a transfer of a share shall operate as a waiver of the Company's lien if any, on such shares. The Directors may at any time declare any shares to be wholly or in part to be exempt from the provisions of this article.
- (2) The Company's lien, if any, on a share shall extend to all dividends payable thereon, subject to Section 205A of the Act.
15. The Company may sell, in such manner as the Board thinks fit, any share on which the Company has a lien provided that no sale shall be made:-
- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of thirty days after a notice in writing demanding payment of such part of the amount, in respect of which the lien exists as is presently payable, have been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency and stating that amount so demanded if not paid within the period specified at the Registered Office of the Company, the said shares shall be sold.
16. (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (2) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer.
- (3) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the sale.
17. (1) The proceeds of the sale shall be received by the Company and applied in payment of the whole or a part of the amount in respect of which the lien exist as is presently payable.
- (2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares at the date of sale, be paid to the person entitled to the shares at the date of the sale.

#### CALLS OF SHARES

18. (1) The Board may, from time to time, make calls upon the members in respect of money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

- (2) Each member shall, subject to receiving at least thirty days notice specifying the time or times and place of payment of the call money pay to the Company at the time or times and place so specified, the amount called on his shares.
- (3) A call may be revoked or postponed at the discretion of the Board.
- 19. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Call money may be required to be paid by instalments.
- 20. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 21. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate of interest as the Board may determine.
- (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 22. (1) Any sum which by the terms of issue of a share become payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (2) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- 23. Subject to the provisions of Section 292 of the Act, the Board:-
  - (a) may, if it thinks fit, receive from any member willing to advance all or any part of the money uncalled and unpaid upon any shares held by him; and
  - (b) if it thinks fit, may pay interest upon all or any of the moneys advanced on uncalled and unpaid shares (until the same would but for such advance become presently payable) at such rate not exceeding, unless the Company in general meeting shall otherwise direct, 9% (nine percent) per annum as may be agreed upon between the Board and the members paying the sums or advances. Money so paid in advance shall not confer a right to dividend or to participate in profits.
- 24. On the trial or hearing of any suit or proceedings brought by the Company against any member or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of members of the Company as a holder or one of the holders of the number of shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who resolved to make any call, nor that a quorum of Directors was present at the Board Meeting at which any call was resolved to be made, nor that the meeting at which any call was resolved to be made was duly convened or constituted nor any other matter, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

25. Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall, preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

#### TRANSFER AND TRANSMISSION OF SHARES

26. The Company shall keep a "Register of Transfers", and therein shall fairly and distinctly enter particulars of every transfer or transmission of any share.
27. (1) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and the transferee.
- (2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
28. The instrument of transfer shall be in writing and all the provisions of Section 103 of the Companies Act, 1956 and of any modification thereof for the time being shall be complied with in respect of all transfers of shares and registration thereof.
29. Unless the Directors decide otherwise, when an instrument of transfer is tendered by the transferee, before registering any such transfer, the Directors shall give notice by letter sent by registered acknowledgment due post to the registered holder that such transfer has been lodged and that unless objection is taken the transfer will be registered. If such registered holder fails to lodge an objection in writing at the office within ten days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer. Where no notice is received by the registered holder, the Directors shall be deemed to have decided not to give notice and in any event the non-receipt by the registered holder of any notice shall not entitle him to make any claim of any kind against the Company or the Directors in respect of such non-receipt.

#### TRANSFER OF SHARES

30. Subject to the provisions of Section 111 of the Act and Section 22A of the Securities Contracts (Regulations) Act, 1956, the Board may refuse to register any transfer of, or the transmission by operation of law of the rights to, any shares or interest of a member of the company; but in such case 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 such refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may, giving reasons for such refusal provided however that the registration of a share shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever, except where the Company has a lien on the shares.
31. The Board may also decline to recognise any instrument of transfer unless -
- (a) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (b) the instrument is in respect of only one class of shares.

*Amended as per Resolution dated 7th September 1959.*

32. All instruments of transfer which shall be registered shall be retained by the Company, but may be destroyed upon the expiration of such period as the Board may from time to time determine. Any instrument of transfer which the Board declines to register shall (except in any case of fraud) be returned to the person depositing the same.
33. (a) the registration of transfers may be suspended at such times and for such periods as the Board may, from time to time, determine:  
provided that such registration shall not be suspended for more than forty-five days in the aggregate in any year or for more than thirty days at any one time.
- (b) There shall be no charge for:
- (a) registration of shares or debentures;
  - (b) sub-division and/or consolidation of shares and debenture certificates and subdivision of Letters of Allotment and split consolidation, renewal and pucca transfer receipts into denominations corresponding to the market unit of trading;
  - (c) sub-division of renounceable Letters of Right;
  - (d) issue of new certificates in replacement of those which are decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised;
  - (e) registration of any Powers of Attorney, Letter of Administration and similar other documents.

#### TRANSMISSION OF SHARES

34. (1) On the death of a member, the survivor or survivors where the member was a joint holder and his legal representative where he was a sole holder shall be the only person recognised by the Company as having any title to his interest in the shares.
- (2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
35. (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect, either-
- (a) to be registered himself as holder of the share; or
  - (b) to make such transfer of the shares as the deceased or insolvent member could have made.
- (2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had himself transferred the share before his death or insolvency.
36. (1) If the person so becoming entitled, shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

- (2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
  - (3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.
37. On the transfer of the share being registered in his name a person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he was the registered holder of the share and that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company;
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of the share, until the requirements of the notice have been complied with.
38. Where the Company has knowledge through any of its principal officers within the meaning of Section 2 of the Estate Duty Act, 1953 of the death of any member or of debenture holder in the Company, it shall furnish to the Controller within the meaning of such section, the prescribed particulars in accordance with that Act and the rules made thereunder and it shall not be lawful for the Company to register the transfer of any shares or debentures standing in the name of the deceased, unless the transferor has acquired such shares for valuable consideration or a certificate from the Controller is produced before the Company to the effect that the Estate Duty in respect of such shares or debentures has been paid or will be paid or that none is due, as the case may be.
39. The Company shall incur liability whatever in consequence of its registering or giving effect, to any transfer of share made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or 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 it of any equitable right, title or interest or be under any liability for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company though not bound so to do, shall be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

#### FORFEITURE OF SHARES

40. If a member fails to pay any call or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued and



all expenses that may have been incurred by the Company by reason of such nonpayment.

41. The notice aforesaid shall:-

- (a) name a further day (not earlier than the expiry of 30 (thirty) days from the date of service of notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made, will be liable to be forfeited.

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

43. (1) A forfeited share may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit.

- (2) At any time before a sale or disposal, as aforesaid, the Board may annul the forfeiture on such terms as it thinks fit.

44. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at date of forfeiture, were presently payable by him to the Company in respect of the shares together with interest thereon from the time of forfeiture until payment at the rate of 9% (nine) percent per annum.

- (2) The liability of such person shall cease if and when the Company shall have received payments in full of all such money in respect of the Shares.

45. (1) A duly verified declaration in writing that the declarant is a director or the secretary of the Company and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

- (2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off.

- (3) The transferee shall thereupon be registered as the holder of the share.

- (4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

46. The provisions of these regulations as to forfeiture shall apply, in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.



47. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental thereto except only such of those rights as by these Articles are expressly saved.
48. Upon any sale, after forfeiture or for enforcing a lien in purported exercise of powers hereinabove given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity, of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
49. Upon any sale, re-allotment or other disposal under the provisions of these Articles relating to lien or to forfeiture, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect. When any shares, under the powers in that behalf herein contained are sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such shares, the Board may issue a new certificate for such shares distinguishing it in such manner as it may think fit, from the certificate not so delivered.
50. The directors may, subject to the provisions of the Act, accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof.

#### ... CONVERSION OF SHARES INTO STOCK

51. The Company may, by an ordinary resolution:
  - (a) convert any paid-up shares into stock; and
  - (b) reconvert any stock into paid-up shares of any denomination authorised by these regulations.
52. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit:
 

Provided the Board may, from time to time, fix the minimum amount of Stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
53. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regard dividends voting and meeting of the Company, and other matters, as if they held the shares from which the stock arose: but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

54. Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively.

#### SHARE WARRANTS

55. The Company may issue share warrant, subject to and in accordance with, the provisions of Sections 114 and 115 of the Act and accordingly the Board may in its discretion, with respect to any share which is fully paid up, on application in writing signed by the person registered as holder of the share and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application and on receiving the certificate (if any) of the share; and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.
56. (1) The bearer of a share warrant may at any time deposit the warrant at the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising, the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant.
- (2) Not more than one person shall be recognised as depositor of the share warrant.
- (3) The company shall, on two days written notice, return the deposited share warrant to the depositor.
57. (1) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling meeting of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company or be entitled to receive any notice from the Company.
- (2) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he was named in the register of member as the holder of the shares included in the warrant and he shall be deemed to be a member of the Company in respect thereof.
58. The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction of the original.

#### ALTERATION OF CAPITAL

59. The Company may, from time to time, by ordinary resolution increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall specify.
60. The Company may, by ordinary resolution in general meeting:
- consolidate and divide all or any of its capital into shares of larger amounts than its existing shares;
  - sub-divide its shares or any of them, into shares of smaller amounts than is fixed by the Memorandum of Association, so however, that in the sub-division the

proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

- (c) cancel any share which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- 61. The Company may, from time to time, by special resolution and on compliance with the provisions of Section 100 to 105 of the Act, reduce its share capital and any capital reserve fund or share premium account.
- 62. The Company shall have power to establish Branch Offices, subject to the provisions of Section 8 of the Act or any statutory modifications thereof.
- 63. The Company shall have power to pay interest out of its capital on so much of shares which were issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provisions of any plant for the Company in accordance with the provisions of Section 208 of the Act.
- 64. The Company, if authorised by a special resolution passed at a General Meeting may amalgamate or cause itself to be amalgamated with any other person, or body corporate, subject however, to the provisions of Section 391 to 394 of the Act.

#### GENERAL MEETINGS

- 65. All General Meetings other than the Annual General Meetings of the Company shall be called Extra-ordinary General Meetings.
- 66. (1) The Board may, whenever it thinks fit call an Extra-ordinary General Meeting.  
(2) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an extraordinary general meeting in the same manners, as nearly as possible, to that in which such a meeting may be called by the Board.

#### CONDUCT OF GENERAL MEETINGS

- 67. No general meeting, annual or extraordinary, shall be competent to enter upon, discuss or transact any business which has not been stated in the notice by which it was convened or called.
- 68. (1) No business shall be transacted at any General Meeting, unless a quorum of members is present at the time when the meeting proceed to business.  
(2) Save as otherwise provided in Section 174 of the Act, a minimum of five members present in person shall be a quorum. A body corporate, being a member shall be deemed to be personally present if it is represented in accordance with Section 187 of the Act.

#### CONDUCT OF MEETINGS

- 69. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company.

70. If there is no such Chairman or if he is not present within fifteen minutes of the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting.
71. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 (fifteen) minutes of the time appointed for holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting.
72. No business shall be discussed at any general meeting except the election of a Chairman, while the chair is vacant.
73. (1) The Chairman may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting, from time to time and place to place.  
 (2) No business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.  
 (3) When a meeting is adjourned for thirty days or more, fresh notice of the adjourned meeting shall be given as in the case of an original meeting.  
 (4) Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.
74. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 74\* (a) Before or on the declaration of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than fifty thousand rupees has been paid-up. The demand for a poll may be withdrawn at any time by the person or persons who make the demand.
75. Any business other than that upon which a poll has been demanded, may be proceeded with, pending the taking of the poll.

#### VOIES OF MEMBERS

76. Subject to any rights or restrictions for the time being attached to any class or classes of shares:-  
 (a) on a show of hands, every member present in person shall have one vote; and  
 (b) on a poll, the voting rights of members shall be as laid down in Section 87 of the Act.

\* Amended as per Resolution dated 7th September, 1989.

77. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of joint holders stand in the Register of members.
78. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by his committee or other legal guardian, and any such committee or guardian may on a poll, vote by proxy, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the office not less than 24 hours before the time of holding the meeting or adjourned meeting at which such person claims to vote on poll.
79. No member shall be entitled to vote at any general meeting unless all calls, and other sums presently payable by him in respect of shares in the Company or in respect of shares on which the Company has exercised any right of lien, have been paid.
80. (1) No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.  
(2) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision thereon shall be final and conclusive.
81. The instrument appointing a proxy and the power of attorney or other authority, if any under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated valid.
82. An instrument appointing a proxy shall be in either of the forms in Schedule IX to the Act or in a form as near thereto as circumstances admit.
83. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given, if no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### BOARD OF DIRECTORS

84. The number of Directors of the Company shall not be less than three and not more than twelve.



85. The following shall be the first directors of the Company:

1. MR. FAQIR CHAND SINGHAL
2. MR. SATYA PRIYA ARYA
3. MR. SURENDRA KUMAR ARYA

86. At every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation in accordance with the provisions of Section 255 of the Act or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office in accordance with the provisions of Section 256 of the Act.

87. (1) Each Director including a Managing Director shall be paid sitting fees for each meeting of the Board or a committee thereof, attended by him a sum as may be fixed by the Board of Directors from time to time not exceeding the amount which may be prescribed by the Central Government as maximum sitting fee from time to time.
- (2) Subject to the provisions of Section 309, 310 and 314 of the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in General meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination, shall be divided among the Directors equally or if so determined paid on a monthly basis.
- (3) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.
- (4) Subject to the provisions of Sections 198, 309, 310 and 314 of the Act, if any Director be called upon to perform any extra services or make special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors) the Board may pay such Director special remuneration for such extra services or special exertions or efforts either by way of a fixed sum or by percentage of profit or otherwise and may allow such Director at the cost and expense of the Company such facilities or amenities (such as rent free house, free medical aid and free conveyance) as the Board may determine from time to time.
- (5) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid in accordance with Company's rules to be made by the Board all travelling, hotel and other expenses properly incurred by them:-
- (a) In attending and returning from meetings or adjourned meeting of the Board of Directors or any committee thereof; or
  - (b) In connection with the business of the Company.

88. The Directors shall not be required to hold any qualification shares in the company.

89. The Board of Directors shall have power to appoint additional Directors in accordance with the provisions of Section 260 of the Act.



90. If it is provided by any trust deed securing or otherwise in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company then in the case of any and every such issue of debentures, the persons having such power may exercise such power, from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as a Debenture Director. A Debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be liable to retire by rotation, but he shall be counted in determining the number of retiring Directors.

#### NOMINEE DIRECTORS

- 91 (a) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to the Industrial Finance Corporation of India (IFCI), Industrial Development Bank of India (IDBI), The Industrial Credit & Investment Corporation of India Limited (ICICI) and Life Insurance Corporation of India (LIC) or to any other Finance Corporation Credit Corporation or to any other Financing Company or Body out of any loans granted by them to the Company or so long as IFCI, IDBI, ICICI, LIC and Unit Trust of India (UTI) or any other Financing Corporation or Credit Corporation or any other Financing Company or Body is hereinafter in this Article referred to as "The Corporation" continue to hold debentures in the company by direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the company arising out of any Guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint, from time to time, any person or persons as a Director or Directors, whole time or non whole time (Which Director or Directors is/are hereinafter referred to as Nominee Director/s) on the Board of the company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s
- (aa)\* Notwithstanding anything to the contrary contained in these Articles and so long as Maruti Udyog Limited and S. K. Arya and Associates continue to hold shares in the Company, Maruti Udyog Ltd. shall have the right to appoint their Nominee to the Board of Directors and to remove from such office such nominee and to appoint other nominee in his place. Such appointee shall not be liable to hold qualification shares nor shall he be liable to retirement or rotation.
- (b) The Board of Directors of the Company shall have no power to remove from the office the Nominee Director/s. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Director/s. Subject as aforesaid the Nominee Director/s shall be entitled to the same rights and be subject to the same obligation as any other Director of the Company.
- (c) The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the

\* Amended as per Resolution dated 27th August, 1992.

Corporation hold Debentures in the company as a result of direct subscription or private placement or so long as the corporation holds shares in the company as result of underwriting or direct subscription or the liability of the company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power ipso facto vacate such office immediately the money owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/Shares in the company arising out of the Guarantee furnished by the Corporation.

- (d) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of Which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.
  - (e) The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees Commission, money or remuneration in any form is payable to the Directors of the company, the fees, commission, moneys and remuneration in relation to such nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment of Directorship shall also be paid or reimbursed by the company to the Corporation or as the case may be to such Nominee Director/s. Provided that if any such nominee Director/s is an officer of the corporation, the sitting fees, in relation to such Nominee Directors/s shall accrue to the Corporation and the same shall accordingly be paid by the company directly to the corporation.
  - (f) In the event of the Nominee Director/s being appointed as whole time Director/s such Director/s shall exercise such powers and have such rights as are usually exercised or available to a whole time Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation.
92. Subject to the provisions of Section 313 of the Act, the Board of Directors shall have power to appoint an alternate Director to act for a Director during his absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held.
93. A Director may be or become a director of any company promoted by the company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as director or shareholder of such company. Such Director before receiving or enjoying such benefits in cases in which the provisions of Section 314 of the Act are attracted will ensure that the same have been complied with.
94. Every nomination, appointment or removal of a Special Director shall be in writing and accordance with the rules and regulations of the government, corporation or any other institution. A Special Director shall be entitled to the same rights and privileges and be subject to same obligations as any other Director of the Company.

95. The office of a Director shall become vacant:-

- (i) on the happening of any of the events provided for in Section 283 of the Act;
- (ii) on contravention of the provisions of Section 314 of the Act, or any statutory modifications thereof;
- (iii) If a person is a Director of more than twenty Companies at a time;
- (iv) in the case of alternate Director on return of the original Director to the State, in terms of Section 313 of the Act; or
- (v) on resignation of his office by notice in writing and is accepted by the Board.

96. Every Director present at any meeting of the Board or a committee thereof shall sign his name in a book to be kept for that purpose, to show his attendance thereat.

#### POWERS OF BOARD OF DIRECTORS

- 97. The Board may pay all expenses incurred in the formation, promotion and registration of the Company.
- 98. The Company may exercise the powers conferred by Section 50 of the Act, with regard to having an official seal for use abroad and such powers shall be vested in the Board.
- 99. The Company may exercise the powers conferred on it by Section 157 and 158 of the Act with regard to the keeping of a foreign register; and the Board may (subject the provisions of those Sections) make and vary such regulations as it may think fit with respect to the keeping of any such register.
- 100. The Directors may enter into contracts or arrangements on behalf of the Company subject to the necessary disclosures required by the Act, being made wherever any Director is in any way, whether directly or indirectly concerned or interested in the contract or arrangement.

#### BORROWING POWER

- 101. Subject to the provisions of sections 58A, 292 and 293 of the Act, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property (both present and future) and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 102. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit and in particular by a resolution passed at a meeting of the Board (and not by circulation) by the issue of debenture or debenture stock of the Company, charged upon all or any of the property of the Company (both present and future), including its uncalled capital for the time being.
- 103. Any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise, may be made assignable free from any equities between the Company and person to whom the same may be issued and may be issued on the condition that they shall be convertible into shares of any authorised denomination, and

with privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending (but not voting) at general meetings, appointment of Directors and otherwise provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General meeting.

104. All cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person and in such manner as the Board may, from time to time, by resolution determine.

#### PROCEEDINGS OF THE BOARD

105. Subject to Section 287 of the Act, the quorum for a meeting of the Board of Directors 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 where at any time the number of interested Directors exceed or is equal to two thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors, who are not interested, present at the meeting, being not less than two, shall be the quorum during such time.
106. If a meeting of the Board could not be held for want of quorum, whatever number of Directors, not being less than two, shall be present at the adjourned meeting, notice whereof shall be given to all the Directors, shall form a quorum.
107. (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of vote.
- (2) In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
108. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company, but for no other purpose.
109. (1) Save as provided in Articles 93, the Board may elect one of its members as Chairman of its meeting who may also be the Managing Director of the Company and to determine the period for which he is to hold office as such.
- (2) If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting the Directors present may choose one of their members to be Chairman of the meeting.
110. Subject to the restrictions contained in Section 292 and 293 of the Act, the Board may delegate any of its powers to committees of the Board consisting of such member or members of its body as it thinks fit and it may, from time to time, revoke such delegation and discharge any such committee of the Board either wholly or in part and either as to persons or purposes, but every committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

DIRECTOR AUTHORIZED SIGNATORY

111. The meetings and proceedings of any such committee of the Board, consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
112. (1) A committee may elect a Chairman of its meetings.  
 (2) If no such chairman is elected or if at any meeting the chairman is not present within five minutes of the time appointed for holding the meeting, the members present may choose one of their members to be chairman of the meeting.
113. (1) A committee may meet and adjourn as it thinks proper.  
 (2) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes, the Chairman shall have a second or casting vote.
114. All acts done by any meeting of the Board or by a committee thereof or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of any such Director or persons acting as aforesaid: or that they or any of them were disqualified or had vacated office or were not entitled to act as such, or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, had duly continued in office, was qualified, had continued to be a Director, his appointment had not been terminated and he had been entitled to be a Director provided that nothing in this Article shall be deemed to give validity to any act done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
115. Subject to Section 289 of the Act and except a resolution which the Act requires specifically to be passed in any board meeting, a resolution in writing, signed by the majority members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### MANAGING DIRECTOR(S) AND WHOLE TIME DIRECTOR(S)

116. Subject to provisions of Sections 197A, 259, 198 and 309 of the Act, the Board of Directors may, from time to time, appoint one or more of their body to the office of Managing Director/s or whole time Director/s for a period not exceeding 5 (five) years at a time and on such terms and conditions as the Board may think fit and subject to the terms of any agreement entered into with him, may revoke such appointment, and in making such appointments the Board shall ensure compliance with the requirements of the Companies Act, 1956 and shall seek and obtain such approvals as are prescribed by the Act, provided that a Director so appointed, shall not be whilst holding such office, be subject to retirement by rotation, but his appointment shall be automatically determined if he ceases to be a Director. However, he shall be counted in determining the number of retiring Directors.



117. The Board may entrust and confer upon Managing Director/s or Who'e time Director/s any of the powers of management which would not otherwise be exercisable by him upon such terms and conditions and with such restrictions as the Board, may think fit, subject always to the superintendence, control and direction of the Board and the Board may, from time to time, revoke, withdraw, alter or vary all or any of such powers.

#### SECRETARY

118. (1) Subject to Section 383A of the Act, a Secretary of the Company may be appointed by the Board on such terms, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.
- (2) A Director may be appointed as a Secretary.
119. Any provision in the Act or these regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.

#### THE SEAL

120. (1) The Board shall provide a common seal for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in lieu thereof. The Board shall provide for the safe custody of the seal for the time being.
- (2) Subject to any statutory requirements as to Share Certificates or otherwise, the seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of one Director or Secretary or any other person authorised by the Board for this purpose who shall sign every instrument to which the seal of the Company is so affixed in their presence. This is, however, subject to Rule 6 of the Companies (Issue of Share Certificates) Rules, 1960.
- (3) The Board shall also be at liberty to have an official seal in accordance with Section 50 of the Act, for use in any territory, district or place outside India. The Company shall, however, comply with Rule 6 of the Companies (Issue of Share Certificates) Rules, 1960.

#### DIVIDENDS AND RESERVES

121. The Company in General meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
122. The Board may, from time to time, pay to the members such interim dividends as appear it to be justified by the profits earned by the Company.
123. (1) The Board may, before recommending any dividend, set aside out of the profits of the Company, such sums, as it may think proper, as reserve or reserves which shall at the discretion of the Board, be applicable for any of the purposes to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such applications may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.

- (2) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.
124. (1) Subject to the rights of the persons, if any, holding shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as having been paid on the share.
- (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- (4)\* Where any instrument of transfer of shares has been delivered to the Company for registration and the transfer of such shares has not been registered by the Company, it shall:
- transfer the dividend in relation to such share to the special account referred to in Section 205A of the Companies Act, 1956 unless the Company is authorised by the registered holder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and
  - keep in abeyance in relation to such shares any offer of rights shares under Clause (a) of Sub-section (1) of Section 81 and any issue of fully paid up bonus shares in pursuance of Sub-section (3) of Section 205 of the Companies Act, 1956.
125. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company, subject to Section 205A of the Act.
126. (1) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post direct to the registered address of the holder or, in case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the first named holder or joint holders may in writing direct.
- (2) Every such cheque or warrant shall be made payable to the order of the person, to whom it is sent.
127. Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonus or other moneys payable in respect of such share.
128. Notice of any dividend that may have been decided shall be given to the persons entitled to share therein in the manner mentioned in the Act.

\* Amended as per Resolution dated 27th August, 1992.

129. (1)\* No dividend shall bear interest against the Company, irrespective of the reason for which it has remained unpaid.
- (2)\*\* No unclaimed or unpaid dividends shall be forfeited by the Company and the same shall be dealt with in accordance with provisions of Section 205A, 205B and 206A or other provision of Companies Act, 1956, as may be applicable from time to time.

#### ACCOUNTS

130. (1) The Board shall cause proper books of accounts to be maintained under section 209 of the Act.
- (2) 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.
- (3) Subject to provisions of section 209A of the Act, no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by law or authorised by the Board or by the Company in General Meeting.

#### BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

131. (1) Balance Sheet and Profit and Loss Account of the Company will be audited once in a year by a qualified auditor for correctness as per provisions of the Act.
- (2)\*\* Without prejudice to the other provisions of Section 219 of the Companies Act, 1956,
- (a) The Company may send a statement containing the salient features of accounts in the prescribed form pursuant to the said section of that to the members not less than 21 days before the date of every Annual General Meeting instead of sending the Balance Sheet, Profit and Loss A/c, Auditors' and Directors' Report and other documents required by law to be annexed or attached to the Balance sheet; and
- (b) keeping all such documents available for inspection by the members at its Registered Office during the working hours for a period of 21 days before the date of such meeting.

#### AUDIT

132. (1) The first auditor of the Company shall be appointed by the Board of Directors within one month after its incorporation who shall hold office till the conclusion of first Annual General Meeting.
- (2) The Directors may fill up any Casual Vacancy in the office of the Auditors.
- (3) The remuneration of the auditors shall be fixed by the Company in general meeting except that remuneration of the first or any auditors appointed by the directors may be fixed by the directors.

\* Amended as per Resolution dated 18th July, 1969.

\*\* Amended as per Resolution dated 27th August, 1992.

## CAPITALISATION OF PROFITS

133. (1) The Company in General Meeting may, upon the recommendation of the Board resolve:-
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Profit and Loss Account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) among the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provisions contained in clause (3), either in or towards:-
- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (ii) paying up in full unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
  - (iii) partly in the way specified in sub-clause (i) and partly in that is specified in sub-clause (ii).
- (3) Any share premium account and any capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid bonus shares.
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
134. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall:-
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby and allotment and issue of fully paid shares, if any; and
  - (b) do all acts and things required to give effect thereto.
- (2) The Board shall have full power:-
- (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions; and also
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profit resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares.

- (3) Any agreement made under such authority shall be effective and binding on all such members.

#### SECURITY

135. Subject to the provisions of law of land and the Act, no member or other person (not being a Director) shall be entitled to visit or inspect the Company's works without the permission of the Board of Directors or the Managing Director to require discovery of any information respecting any details of the Company's business, trading or customers of any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or any other matter which may relate to the conduct of the business of the Company or which in the opinion of the Directors, it will be inexpedient in the interest of the Company to disclose.

#### WINDING UP

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

#### INDEMNITY

137. Subject to the provisions of Section 201 of the Act, every Director, auditor, secretary and other officer or servant of the Company (all of whom are hereinafter referred to as officer or servant) shall be indemnified by the Company and it shall be the duty of the Directors out of the funds of the Company to pay, all bonafide costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done or omitted by him as such officer or servant or in any way in the discharge of his duties; and in particular and so as not to limit the generality of the foregoing provisions, against any liability incurred by such officer or servant in defending any bonafide proceedings whether civil or criminal in which a judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court. The amount for which such indemnity is provided shall immediately attach as a charge on the property of the Company.

#### DEPOSITORY

- 138\* (i) For the purpose of this Article:-

"Beneficial Owner" means a person whose name is recorded as such with a Depository.

"Bye-Laws" means bye-laws made by a Depository under Section 26 of the Depositories Act.

\* Added as per Resolution dated 19th July, 1952.



"Debenture holder" means the duly registered holders from time to time of the debentures of the Company, if any.

"Depositories Act" means the Depositories Act, 1996, including any statutory modifications or re-enactment thereof for the time being in force.

"Depository" means a company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

"Member" means the duly registered holder from time to time of the shares of the Company and includes every person whose name is entered as a Beneficial Owner in the records of the Depository.

"Participant" means a person registered as such under Section 12 (1A) of the Securities and Exchange Board of India Act, 1992.

"Record" includes the records maintained in the form of books or stored in computer or in such other form as may be determined by regulations made by SEBI in relation to the Depositories Act.

"Regulations" mean the regulations made by the SEBI.

"SEBI" means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.

"Security" means such security as may be specified by the SEBI.

Words imparting the singular number only also include the plural numbers and vice versa.

Words imparting persons include corporations.

Words and expressions used and not defined in the Act but defined in the Depositories Act shall have the same meanings respectively assigned to them in that Act.

(2) Either the Company or the Investor may exercise an option to issue, deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modification thereto or re-enactment thereof.

(3) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing securities, rematerialize its securities held in the Depositories and/or offer its fresh securities in a dematerialized form pursuant to the Depositories Act and the rules framed thereunder, if any.

(4) Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository.

If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the Security, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the security.

- (5) All securities held by a Depository shall be dematerialized and in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.
- (6) (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the Beneficial Owner.
- (b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the security held by it.
- (c) Every person holding securities of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Beneficial Owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities, which are held by a Depository.
- (7) Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or where the name appears as the Beneficial Owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any beneficial trust or equitable contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has express or implied notice thereof, but the Board shall be at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.
- (8) Every Depository shall furnish to the Company information about the transfer of securities in the name of beneficial owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.
- (9) Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a Participant, the Company shall cancel such certificate and substitute in its records the name of Depository as the registered owner in respect of the said securities and shall also inform the Depository accordingly.
- (10) If a Beneficial Owner seeks to opt out of a Depository in respect of any security, the Beneficial Owner shall inform the Depository accordingly.
- The Depository shall on receipt of information as above make appropriate entries in its records and shall inform the Company.
- The Company shall, within thirty (30) days of the receipt of information from the Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

- (11) Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.
- (12) Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the provisions of the Depository Act.
- (13) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.
- (14) The shares in the capital shall be numbered progressively according to their several denominations, provided however, that the provision relating to progressive numbering shall not apply to the shares of the Company which are dematerialized or may be dematerialized in future or issued in future in dematerialized form. Except in the manner hereinbefore mentioned, no share shall be sub-divided. Every forfeited or surrendered share held in material form should continue to bear the number by which the same was originally distinguished.
- (15) The Company shall keep a Register and Index of Members and a Register and Index of Debenture holders in accordance with Sections 151 and 152 of the Act respectively, and the Depositories Act, with details of shares and debentures held in material and dematerialized forms in any media as may be permitted by law including in any form of electronic media. The Register and Index of beneficial Owners maintained by a Depository under Section 11 of the Depositories Act shall be deemed to be Register and Index of Members and Register and Index of Debenture holders, as the case may be, for the purposes of the Act. The Company shall have the power to keep in any state or country outside India a branch Register of Members resident in that state or country.
- (16) The Company shall keep a Register of Transfers and shall hence recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form.

Sl. No.	Name, Description, Occupation and Address of Subscribers.	Signature of Subscribers	Name, address and description of witness or witnesses
1.	Ramrichhpal Agarwal S/o Lt. Rameshwar Das Agarwal 62A, Pedder Road, Bombay-26 Industrialist	sd/-	<p>I, hereby witness all the seven Signatories to the Articles of Association</p> <p>Sd/- ( R. K. MEHRA ) S/o Sh. B. P. Mehra 505, Chiranjiv Tower, Nehru Place, New Delhi-110 019 Chartered Accountant</p>
2.	Phool Chand Bindal S/o Lt. Rameshwar Das Agarwal 6/1 A, Moka Street, Calcutta-17 Industrialist	sd/-	
3.	Satya Priya Arya S/o Ramrichhpal Agarwal 62A, Pedder Road, Bombay-26 Industrialist	sd/-	
4.	Surendra Kumar Arya S/o Ramrichhpal Agarwal 1177, Sector-15, Faridabad, Industrialist	sd/-	
5.	Faqir Chand Singhal S/o Sh. Hazari Lal Singhal 1117, Sector-15, Faridabad, Industrialist	sd/-	
6.	Krishan Kumar Singhal S/o Sh. Gauri Shanker Singhal 1109, Sector-15, Faridabad, Industrialist	sd/-	
7.	Sushil Bindal S/o Phool Chand Bindal 4, Virindavan, Ghod Dod Road, Surat Industrialist	sd/-	

Place: FARIDABAD Dated the 2nd day of FEBRUARY, 1987

CERTIFIED TRUE COPY

For JAY BHARAT MARUTI LTD.

Company Secretary

For JAY BHARAT MARUTI LIMITED

DIRECTOR/AUTHORIZED SIGNATORY

For Jay Bharat Maruti Limited

Company Secretary