

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, राजस्थान

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U14101RJ1990PLC005641

पैदाशः SHRI AHIMSA MINES AND MINERALS LIMITED

के अंशधारकों ने दिनांक 31/01/2014 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-झापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिमर्तित संगम-झापन के साथ, आज पंजीकृत कर ली गई है।

जायपुर में यह प्रमाण-पत्र, आज दिनांक तीन मार्च दो हजार चौदह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Rajasthan

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956
Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

Corporate Identity Number : U14101RJ1990PLC005641

The share holders of M/s SHRI AHIMSA MINES AND MINERALS LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 31/01/2014 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given at Jaipur this Third day of March Two Thousand Fourteen.

Registrar of Companies, Rajasthan

कम्पनी रजिस्ट्रार, राजस्थान

*Note: The corresponding form has been approved by IMRAN AHMAD SIDDIQUI, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.
The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपरोक्त प्रमाणपत्र का पता :
Mailing Address as per record available in Registrar of Companies office:
SHRI AHIMSA MINES AND MINERALS LIMITED
E-94, INDUSTRIAL AREA, BAGRU, EXT BAGRU-303007,
C,
Rajasthan, INDIA

For Shri Ahimsa Mines and Minerals Ltd.
[Signature]
Managing Director



Company No. 17-05841

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME**

**In the office of the Registrar of Companies, Rajasthan, Jaipur
(Under the Companies Act, 1956 (1 of 1956))**

In the matter of AHIMSA MINES AND MINERALS PRIVATE LIMITED

I hereby certify that AHIMSA MINES AND MINERALS PRIVATE LIMITED which was originally incorporated on 17th day of October, 1990 under the Companies Act, 1956 having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval, of the Central Government signified in writing having been accorded thereto in the Ministry of Law, Justice & Company Affairs, Department of Company Affairs, Office of the Registrar of Companies, Rajasthan, Jaipur vide letter No. ROC/Approval/21/2378 dated the 14th July, 1992 the name of the said Company is this day changed to "SHRI AHIMSA MINES AND MINERALS PRIVATE LIMITED" andt his certificate is issued in pursuant to Section 23 (1) of the said Act.

Given under my hand at JAIPUR the FOURTEENTH day of JULY, One thousand Nine hundred and NINETY TWO.



Sd/-
(M. S. AGARWAL)
Registrar of Companies
Rajasthan, JAIPUR.

For Shri Ahimsa Mines and Minerals Ltd.

Hemraj Singh

Managing Director



Company No. 17-05641

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME**

**In the office of the Registrar of Companies, Rajasthan, Jaipur
(Under the Companies Act, 1956 (1 of 1956))**

**In the matter of SHRI AHIMSA MINES AND MINERALS
PRIVATE LIMITED**

I hereby certify that SHRI AHIMSA MINES AND MINERALS PRIVATE LIMITED (which was originally incorporated as Ahimsa Mines and Minerals Private Limited) which was originally incorporated on 17th day of, October, 1990 under the Companies Act, 1956 and having duly passed the necessary resolution on 20.7.92 in terms of Section 21 read with Section 31 of the Companies Act, 1956 the name of the said Company is this day changed to "SHRI AHIMSA MINES AND MINERALS LIMITED" and this certificate is issued pursuant to Section 23 (1) of the said Act.

Given under my hand at JAIPUR the NINETEENTH day of AUGUST One thousand Nine hundred and Ninety two.



Sd/-
(M. S. AGARWAL)
Registrar of Companies
Rajasthan, JAIPUR.



सत्यमेव जयते

प्रारूप आई० धार०
Form I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता०.....का सं०.....

No. 17-05841 of 1990-91

मैं एतद्वारा प्रमाणित करता हूँ कि आज अहिंसा माइन्स एण्ड मिनेरल्स प्राइवेट लिमिटेड कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that AHIMSA MINES AND MINERALS PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

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

Given under my hand at JAIPUR this SEVENTEENTH day of OCTOBER One thousand nine hundred and NINETY.

Saka : 25 Asvina, 1912



Sd/-

(सुरेन्द्र कुमार शर्मा)

कम्पनियों का रजिस्ट्रार

राजस्थान, जयपुर

Registrar of Companies

Rajasthan, Jaipur

THE COMPANIES ACT, 1956

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

SHRI AHIMSA MINES AND MINERALS LIMITED

- I. The name of the Company is **SHRI AHIMSA MINES AND MINERALS LIMITED**
- II. The Registered office of the company will be situated in the STATE OF RAJASTHAN
- 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 fabricate, design, engrave, assemble, refine, treat, cut, crush, grind, saw, dress, finish, polish, glaze, process, wash, screen, acidise, wax and prepare for market, import, export, purchase, sell or act as agents, brokers, stockists, distributors, suppliers and dealers in all kinds of tiles, blocks, and slabs of granite, marble, agglomerated marble, all products of cultured marble, quartz, (including artificial stones) laterites, lime stones, soap stones, slate stones, sand stones, silica stones and any waste or by products arising thereof.
 2. To procure, purchase, take on lease, sub-lease, contract or otherwise acquire and deal with any mines, mining rights and concessions and prospecting or development rights at any place and to acquire by purchase, lease, sub-lease, contract or otherwise land containing minerals of all descriptions including marble, granite, quartz, lignite, base-metals, precious, semi-precious stones, decorative stones and minerals of economic industrial importance in any part of the world and any interest therein and to explore, work, exercise, develop and turn to account the same.
 3. To carry on in India or elsewhere the business of manufacturing, trading, supplying, importing, exporting, wholesaling, retailing, distributing, preparing, preserving, canning, refining, grading, sorting, bottling, manipulating, packing, repacking, marketing, and to act as commission agent, broker, C & F agent, del-creder agent, consignor, consultant, collaborator, representative, franchiser, sales promoter, or otherwise to deal in natural caffeine, and its other preparations and to manufacture and/ or deal all type of minerals, chemicals, pharmaceuticals and medicines.

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

1. To purchase, sell, acquire, manufacture, construct, erect, maintain, work, install, import, export and otherwise acquire and deal in all materials and substances and ancillaries used in process of dealing in various items and doing various things mentioned under the main objects and to deal in any of the by-products of the manufacturing processes which the company may undertake.
2. To plant, cultivate, produce, raise, manufacture, purchase or sell, import, export or otherwise handle or deal in land products required to run the plants of the company and to acquire land and fields for the same.
3. To offer technical services and provide all assistance in planning, construction, erection and installation of appliances, apparatuses, equipments, plant and machinery related to the business of the company and to obtain technical services in repairs, maintenance and replacement thereof and to employ, remunerate and collaborate with experts for the purpose.
4. To design, construct, fabricate and manufacture buildings, mills, factories, plants, equipments, accessories, apparatuses, parts and machinery required for the business of the Company and to build, erect, construct, furnish or re-furnish, equip, maintain or improve any building, structure, edifice, hall, enclosure, studio for the use of the company, its employees or other persons connected with the affairs of the company or business subsidiary to the objects of the Company.
5. To establish, equip, maintain, subscribe to or become member of training institutions, research laboratories, research institutions and experimental workshops for scientific and technical research and experiments and to carry on analytical, experimental and other works and research for implementing the objects.
6. To apply for and procure licences under the Industries (Development and Regulation) Act for establishment of new industries for attainment of its main objects.
7. To use trade-marks or trade-names or brands for the products and goods of the Company and adopt such means of making known the business and products of the Company or any other Company in which this Company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, radio, television and cinema, by circulars, by purchase and exhibition of works of art or interest, by opening stores and exhibitions, by publication of periodicals, calendars, diaries or any other materials of publicity, by distributing samples and granting prizes, rewards and donations subject to the provisions of Section 293 A of the Companies Act, 1956.

8. To acquire and undertake the whole or any part of the business, property, assets, undertakings, belongings, funds, obligations, contracts and agencies, rights or liabilities of any person, Government, firm or body corporate, carrying on or proposing to carry on any business which the Company is authorised to carry on or having property suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly to benefit the Company, either in full or in part or enter into partnership, joint venture or any other arrangement which the Company may deem fit, with such person, Government, Firm, Company or body corporate on such terms, conditions and considerations as the Company may think fit.

9. To pay any premia, commission or salaries and to pay for any property rights or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion or formation of the business of the company or in case of conversion into public company for services rendered or to be rendered by person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any other debentures, debenture-stock or other securities of the Company either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully paid up or with such amount credited thereon as may be agreed upon and to charge any such bonds, debentures and other securities and all or any part of the property of the Company.

10. Subject to the provisions of Section 55 A of the Companies Act, 1956 and the rules framed thereunder and directions issued by Reserve Bank of India from time to time to borrow or raise money or receive money or deposit, on interest or otherwise in such manner as the Company may think fit and in particular by the issue of debenture or debenture-stock, perpetual or otherwise and in security of such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets and revenues of the company present or future, including its uncalled capital by special arrangement or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders, power of sale or other powers as may seem expedient and to purchase, redeem or to pay off any such securities. However, the Company shall not carry on banking business as defined in the Banking Regulations Act, 1949 for the time being in force.

11. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

12. To take into consideration and approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter

into any arrangements, agreements or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in connection with the formation or promotion of the Company.

13. To purchase, take on lease or in exchange, hire or otherwise acquire real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, building, stock-in-trade and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
14. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.
15. Subject to the provisions of law to invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit. But the Company shall not carry on any banking business as defined under Banking Regulations Act, 1949.
16. Subject to the provisions of Section 58 A of Companies Act, 1956 and the Rules framed there-under and the directions issued by R. B. I. from time to time to receive grants, loans, advances or other moneys or deposits or otherwise from the State or Central Government, banks, companies, trusts or individuals with or without allowing interest thereon.
17. To subscribe, to become a member of and co-operate with any other association whether incorporated or not whose objects are altogether or in part similar to those of the company and to procure from and communicate to any such association such information as may be likely to further the objects of the Company.
18. To communicate with Chamber of Commerce and other mercantile and public bodies through out the world and concern and promote measures for the protection of the trade, industry and persons engaged therein.
19. To lease, let out on hire, sub-let, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part of the undertaking, any land, business, property, rights or assets of the Company including all and every description, apparatus or appliances or any shares of interest therein respectively in such manner and for such consideration as the Company may think fit and according to procedure of Company Law and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.

20. To do all or any of the above things in any part of the world as principals, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.
21. To vest any real or personal property, rights or interest 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.
22. Subject to the provisions of law to merge, reconstruct, amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person, firm or body corporate whether in India or outside carrying on or engaged in or about to carry on or engage in any business or transaction which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
23. To establish, promote or concern in establishing or promoting any Company or companies for the purpose of acquiring all or any of the rights, liabilities and properties of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of such other Company or Companies.
24. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other funds, whether for depreciation or for repairing, replacing, improving, extending or maintaining any of the property of the Company or for any other purpose whatsoever and to transfer from any such fund or part thereof to any of the other funds in mentioned.
25. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any associations, institutions or funds in any way connected with any particular trade or business or scientific research, industry or commerce which is directly or indirectly deemed conducive to the attainment of main objects.
26. To establish the agencies in India and elsewhere and to regulate and to discontinue the same in connection with the business of the company.
27. To establish the branches of the Company and to get them recognised in any part of the world outside the Union of India.
28. To establish and maintain or procure the establishment and maintenance of any Provident fund or any contributory or non-contributory pension or superannuation fund, gratuities, pensions, allowances, emoluments, bonus, Profit sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or

of any Company which is a subsidiary of the Company or is an allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or Officers of the Company or any of such dependent or connection of any such persons and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidising or contributing to any Institutions, Associations, funds, clubs, trusts, profit sharing or other schemes and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances and to make payments to or towards the insurances of such persons as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any other Company as aforesaid.

29. To issue as fully or partly paid up shares, securities, bonds, debentures or other obligations of the Company in consideration of any privileges, concessions or rights or any property transferred, services rendered to the Company and accept any consideration for any property sold or otherwise disposed of by the Company, fully or partly paid up shares or securities or bonds, debentures or other obligations of any other Company.
30. To enter into any collaboration or arrangements with the Government of India or any Foreign Government or Companies, with any State or with any authorities, municipal, local or otherwise or with any person, that may seem conducive to the Company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Government, State Authorities or persons any rights, powers, privileges, licences, decrees, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and to acquire and to carry out, exercise and comply with any such arrangements, rights, powers, privileges, licences, decrees, sanctions, grants and concessions.
31. To subscribe in or donate to or guarantee money for any National, philanthropic, charitable, benevolent, public, general or useful fund or organisation, association, institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the Company or interest of its members, subject to the provisions of the Companies Act, 1956.
32. To make arrangements with persons engaged in any trade, business or profession for the concession to the Company's members, ticket holders and their friends of any special rights, privileges and advantages and in particular in regard to the supply of the goods.
33. To aid, assist and finance any industrial undertakings, projects, enterprises whether owned or run by the Government of India, Government of Rajasthan, firm or individual for extension of its work and business.
34. To undertake and execute any trust either gratuitously or otherwise.

35. On winding up of the Company to distribute all or any of the property of the Company or any proceeds of sale or disposal of any of the properties of the Company amongst the members in specie or kind subject to the provisions contained in the Companies Act, 1956.

(C) OTHER OBJECTS :-

1. To manage and deal in land, building and other properties, to collect rents and income and to supply tenants and occupiers and others refreshments, attendance, messages, light, waiting-rooms, reading-rooms, meeting-rooms, laboratories or laundry, conveniences, electric conveniences, stables and other advantages.
2. To carry on the business of hotel, restaurant, cafeteria, beer house, lodging house keepers, licenced victuallers, wine, beer and spirit merchants, malters dealers and manufacturers of aerated and artificial waters and other drinks, purveyors, caterers for public amusements, coach-cab carriage and motor car proprietors, livery, stable and garage keepers, importers of food, live and dead stock for the business of the company, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements, recreations, sports, entertainment and instructions of all kinds, theatrical and opera box office proprietors and general merchants.
3. To carry on the business as farmers, house keepers, millers and gardeners, agriculturists and horticulturists.
4. To carry on the business of manufacturers and suppliers of plants, machinery and equipments, stores, tools, gadgets, wire drawers, steel tubes, boilers and other mechanical and electrical products, devices, contraptions, instruments, spares and components and to procure agencies for the same and to develop, acquire, supply plans, drawings, estimates, project-reports and know-how for industries, business Companies, services and public bodies and Governments.
5. To process and manufacture, import, export, buy, sell or otherwise deal in jewellery and semi-precious stones of all varieties, articles of handicrafts and architects and curios, garments and readymade clothes, wool and other fabrics.
6. To process, machine, grind, extract, grow, buy, sell, manufacture, refine, prepare, crush or otherwise deal in all kinds of oil, seeds, wheat, rice and rice brans and other agricultural products and oleaginous and

saponaceous substances and all kinds of by-products or ingredients thereof ghee from whatever source and method including oil seeds, oil cakes, rice bran and other oil containing medias; de-oiled cakes, de-oiled meals for consumption, balanced food and baby food.

7. To carry on the business of manufacturing and processing animal foods for cattle, fowl, chicken and for all kinds of birds and animals and to import, export, buy, sell or otherwise deal in such products and by-products.
8. To carry on the business of manufacturers, printers of tin containers, drums and other packing articles made of metals or card-board or hard-board or of any other material or substance and to buy, sell, import, export, convert, recondition or otherwise deal in such products.
9. To carry on the business of canning and dehydration of fruits, vegetables, pickles and to prepare, manufacture and process such other items of fruits, vegetables and roots and to carry on the business of cold storages or deep freezers.
10. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and dealers in all kinds of P. V. C. and plastic products and goods, including P. V. C. pipes, sheets, linings, conduit pipes and ancillary products, resins and high density polythene products.
11. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and dealers in metal drawing equipments, metal press working, utensils of brass, steel, aluminium and their accessories, components and spares of any kind.
12. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and dealers in pulp, paper and boards products of all types, transparent paper, craft paper, carbons, inks and parchments.
13. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists or otherwise dealers in precision, instruments, tools and accessories, nut bolts.
14. To carry on the business of and to render services in the field of electroplating, galvanising and anodising.

15. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in automobile and automobile parts, accessories, tyres and tubes, lubricants, automotive oils, fuel gas, batteries and the accessories thereof.
16. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in surgical items and medical equipments, accessories required in hospitals and dispensaries.
17. To carry on the business of manufacturing, processing, manipulating, crushing, importing, exporting, buying, selling or otherwise dealing in fertilizers, pesticides, insecticides and other allied products.
18. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in Ceramic, glass and insulators.
19. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in cement and cement products.
20. To carry on the business of transport whether by road, air or sea and to carry on all kinds of business of transport agents, clearing agents and to carry on the business of transportation in all or any of its branches.
21. To carry on the business of manufacturing and dealing in all kinds of drugs and pharmaceuticals.
22. To purchase, take on lease, licence or concession or otherwise acquire, mineral oils, beneficiation, dressing, concentration and refining plants and rights and privileges therein and to explore, prospect, work, develop, administer and manage the same.
23. To carry on the business or businesses of spinning, weaving, combing, manufacturing, darning, preparing, packing, bleaching, dyeing, colouring, processing, finishing, selling and buying or dealing in cotton, staple, silk and other fibrous and synthetic substances including waste and raw wool and wool tops.
24. To carry on all or any of the businesses of agents, chief agents or licensed agents of any Company or Companies and further to acquire

exclusive distribution rights, to act as agents of India and Foreign manufacturers particularly dealing in plant, machinery, tools, spares, electric goods and articles.

25. To engineer, develop, design, assemble, manufacture, produce, import and export, buy, sell and otherwise deal in industrial, mining, agricultural machines and all types of tools, plants, equipments, instruments, appliances and hardware of all kinds, general fittings, accessories and appliances of all description made of metal, alloy, glass, synthetic and other fibres and chemicals and PVC compounds, plastics or any other materials.
 26. To compose, print, lithograph or by block-making or engraving or by any other means and methods whatsoever, musical pieces, plays, openings, programmes or other devices for amusement and entertainment. To make, manufacture, purchase, import, sell, export, hire or otherwise dispose of film records or other material for recording songs, poems or other pieces of entertainment or print or publish books, pamphlets, periodicals, magazines, journals or other papers.
 27. To enter into agreements with authors or assignees of the copyright in respect of any films, stories, operas, operettas, burlesques, dramas, compositions, musical performances, songs, records, ballets or other musical, dramatic performances or to acquire temporarily or permanently such rights and interest for the purposes of resale.
 28. To make, manufacture, sell, import, hire or otherwise deal with gramophones, victrolas or appliances or machinery or goods thereof.
 29. To carry on the business of manufacturers of and dealers in waterproof and fabrics, pavliners, American clothes, floor clothes and all kinds of imitation leathers and rubbers.
 30. To provide all types of financial and Company law services to industries and to act as financial and investment Consultants.
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten crore) divided into 1,00,00,000 (One Crore) Equity shares of Rs.10/- (Rupees Ten) Each

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

Sl. No.	Signatures, Name, Description, Addresses and Occupation of the Subscribers	No. of Equity Shares taken by each Subscriber	Signature, Name, Address, Description and Occupation of Witness
1	Sd/- (NEMI CHAND JAIN) S/o Shri Moolchand Jain 402, Ramnagar Colony, Shastri Nagar, JAIPUR-302016 Business	100 (One hundred)	I am witness to both the Subscribers Sd/- (PRAKASH CHANDRA JAIN) S/o Late Shri Phoolchand Jain 319, Navjeevan Complex, 29, Station Road, JAIPUR-302006
2	Sd/- (BIMAL KUMAR JAIN) S/o Shri Moolchand Jain 402, Ramnagar Colony, Shastri Nagar, JAIPUR-302016 Business	100 (One hundred)	
3	Sd/- (DHARAM CHAND JAIN) S/o Shri Mohanlal Jain 402, Ramnagar Colony, Shastri Nagar, JAIPUR-302016 Business	100 (One hundred)	

Total No. of Equity Shares : 300 (Three hundred)

Dated the 9th day of October, 1990.

Place : Jaipur.

THE COMPANIES ACT, 1956
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION

OF

Shri Ahimsa Mines And Minerals Limited

1. The Regulations contained in Table A, of Schedule I, to the Companies Act, 1956 shall not apply to the Company except as far as the same are reproduced or contained in or expressly made applicable by these Articles or any modification thereof.
2. These regulations are for the management of the Company and are for the observance of the members thereof and their representatives and shall be, subject to any exercise of the Company's power to modify, alter or add to its regulations, as are contained in the Articles.

INTERPRETATION

3. (A) In the interpretation of these Articles, the following words and expressions shall have the following meanings assigned thereunder, unless repugnant to the subject matter or context thereof:

"The Company" or "this Company" means SHRI AHIMSA MINES AND MINERALS LIMITED.

The Act	"The Act" means "the Companies Act, 1956" or any statutory modification or re-enactment thereof in force.
Auditors	"Auditors" means and includes those persons appointed as such by the Company.
Board or Board of Directors	"Board" or Board of Directors" means a meeting of the Directors duly called and constituted or, as the case may be, the Directors assembled at a Board or the requisite number of Directors entitled to pass a resolution by circulation in accordance with the Articles or the Directors of the Company collectively.
Capital	"Capital" means the share capital raised or authorised to be raised for the purposes of the Company.
Debentures	"Debenture" includes debenture-stock.
Directors	"Directors" means the Directors for the time being of the Company.
Dividend	"Dividend" includes bonus.
Gender	"Words importing the masculine gender also include the feminine gender.
In Writing and Written	"In Writing" and "Written" include printing lithography and other modes of representing or reproducing words in a visible form.
Member	"Member" means the duly registered holder from time to time of the shares of the Company and includes the subscribers to the Memorandum of the Company.
Meeting or General Meeting	"Meeting" or "General Meeting" means a meeting of members duly called and constituted in accordance with these Articles and any adjourned meeting thereof.
Annual General Meeting	"Annual General Meeting" means a General Meeting of the Members held in accordance with the provisions of Section 166 of the Act and any adjourned meeting thereof.
Extraordinary General Meeting	"Extraordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned meeting thereof.
Month	"Month" means a calendar Month.
Office	"Office" means the Registered office for the time being of the Company.
Paid-up	"Paid-up" includes credited as paid-up.
Persons	"Persons" include corporations as well as individuals.
Register of Members	"Register of Members" means the Register of Members to be kept pursuant to the Act.

3. (B) (a) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which the Articles become binding on the Company. The marginal notes have been inserted for convenience of the reference and shall not affect the construction and interpretation of these Articles.

(b) Wherever in the said Act it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles, than in that case these Regulations hereby authorises and empowers the Company to have such right, privilege or authority and to carry such transaction as have been permitted by the Act without there being any specific regulation in that behalf herein provided. An illustration of such rights, authorities and transactions are set out with relevant sections as under :

Section 80 : to issue Redeemable Preference Shares.

Section 92 : to accept unpaid share capital although not called

Section 93 : to pay dividend in proportion to amount paid

Section 94 : to alter the share capital of the Company.

Section 100 : to reduce the share capital of the Company.

CAPITAL

Division of
Capital

4. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten crore) divided into 1,00,00,000 (One Crore) Equity shares of Rs.10/- (Rupees Ten) Each with the power to increase, consolidate, decrease or divide in accordance with the regulations of the Company and the legislative provisions for the time being in force in that behalf and with power to divide the shares in the capital for the time being into Equity Share Capital and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions.

Preference
Shares

5. Without prejudice to the generality of the powers of the Company contained in Article (4) above the Company shall have power to issue Preference Shares carrying a right of redemption out of profits or out of the proceeds of a fresh issue of shares or liable to be redeemed at the option of the Company and the Directors may subject to the provisions of Section 80 of the Act exercise such power in any manner they may think fit.

Allotment of
Shares.

6. Subject to the provisions of these Articles and Section 81 of the Act the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times either at par or at a premium and for such consideration, as the Board thinks fit. Provided that, where at any time (after the expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares in the Company made for the first time after its formation, whichever is earlier) it is proposed to increase the subscribed capital of the Company by the allotment of further shares subject to the provisions of Section 81 (1 A)

of the Act, the Board shall issue such shares in the manner set out in Section 81 (1) 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.

Provisions relating to the issue.

7. Subject to any direction to the contrary that may be given by the resolution sanctioning the increase of share capital all new shares, before issue, shall be offered to such persons as at the date of offer are entitled to receive notices from the Company of general meeting in proportions, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of that time or on receipt of an intimation from the persons to whom the offer is made that he declines to accept the shares offered then in that event the Directors may dispose of the same in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of new shares which (by reason of ratio which the new shares bear to shares held by person entitled to an offer of new shares) cannot in the opinion of the Directors, be conveniently offered under these Articles.

How far new shares to rank with existing shares.

8. The new shares will be subject to the same provisions with reference to the payment of calls, Dividends, lien, transfer, transmissions, forfeiture, appropriation and otherwise as the shares in the original share capital.

Power to subdivide and consolidate shares.

9. The Company by ordinary resolution may :
- (a) Consolidate and divide all or any of its shares capital into shares of larger amount than its existing shares.
 - (b) Sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association; subject nevertheless to the provisions in Section 94 (1) (d) of the Act.
 - (c) Cancel any shares which at the date of the passing of the resolution, 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.

Reduction of capital

10. The Company may by special resolution reduce its share capital in any manner and with and subject to any incident and consent required by the Act.

Power to modify right

11. (i) If at any time share capital is divided into different classes of shares, all or any of the rights, privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 106 and 107 of the Act and whether or not the Company is being wound up be varied, modified, commuted, effected or abrogated with the consent in writing of the holders of three fourths of the issued shares of the class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of the class.
- (ii) To every such separate meeting the provisions of these Articles relating to general meeting shall mutatis mutandis apply, so that the necessary quorum shall be five persons at least holding or representing by proxy one-third of the issued shares of the class in question.

(iii) This Article is not to derogate from any power which the company would have, if this Article were omitted. The rights conferred upon the holders of the shares (including preference, if any) of any class issued with preferred or other rights or privileges shall unless otherwise expressly provided by the terms of issue of shares of that class to be deemed not to be modified, commuted, effected, abrogated, dealt with or varied by the creation or issue of further shares pari passu therewith.

Right of holder of issued Shares when deemed to be varied.

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

BROKERS AND UNDER-WRITERS

Commission and brokerage.

13. Subject to the provisions of Section 76 of the Act, the Company may at any time pay commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any share in or debentures of the Company or his procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares in or debentures of the Company, as per notification issued by the Company Law Board.

SHARES

Trust Not Recognised

14. Subject to Section 187 C of the Companies Act, 1956 except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any shares or any interest in any fractional part of share (except only as by these or by law otherwise provided) any other rights in respect of any share except as absolute right to the entirety thereof in the registered holder.

Inequality in number of new shares

15. If, owing to any inequality in the number of new shares to be issued and the number of shares held by the member entitled to have the offer of such new shares, any difficulty shall arise in the apportionment of such new shares or any of them amongst the members, such difficulty shall, in the absence of any direction in the resolution creating the shares or by the Company in General Meeting, be determined by the Board.

Member's Right to Certificate

16. (1) Every person whose name is entered as a member in the register of members shall be delivered within three months after allotment or within 2 months of the registration of transfer the certificate of all shares, debentures or debenture-stock or within such other period as the conditions of issue of the shares, debenture or debenture-stock shall otherwise provide :

(a) One certificate for all his shares without payment or

(b) Several certificates each for one or more of his shares upon payment of one rupee for every certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon.

(iii) 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.

Provisions Regarding issue or new or renewal of share certificate

17. If a share certificate is defaced, lost or destroyed it may be renewed on payment of such fee if any, not exceeding Rs. 2/- (Rupees Two) and on such terms if any, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence as the Directors think fit. The share certificate shall be issued subject to the provisions of Companies (Issue of Share Certificates) Rules, 1960.

L I E N

Company's lien on shares

18. (i) The Company shall have a first and paramount lien :

(a) On every share not being fully paid up share for all moneys whether presently payable or not, called or payable at a fixed time, in respect of that share and

(b) On all shares standing registered in the name of a single person, for all moneys presently payable by him or his estate to the Company provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The Company's lien, if any on a share shall extend to all dividends payable thereon, Subject to Sec 205A of the Act.

As to enforcing lien on shares

19. The Company may sell in such manner as the Board thinks fit any shares 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 fourteen 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, has been given to the registered holder for the time being of the share of the person entitled thereto by reason of his death or insolvency.

Validity of sales
in exercise
of lien

20. (i) To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Application of
sale proceeds

21. (i) The proceeds of the sale shall be received by the Company if any applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the persons entitled to the shares at the date of the sale.

CALLS ON SHARES

4 Calls

22. (i) The Board may, from time to time, make calls upon the members in respect of any moneys 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, provided that no call shall be payable not less than one month before, from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days notice, specifying the time or times and place of payment pay to the company at the time or times so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.

Call when shall
be deemed to have
been made

23. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

Liability of joint
holders

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

When interest on
calls payable

25. (i) If a sum called in respect of a share is not paid before or on the date appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment of 15% per annum or at such other rate as the Board may decide.

(ii) The Board shall be at liberty to waive payments of any such interest wholly or in part.

26. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the shares or by way of premium shall for the purpose 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.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeitures or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Payment of call
in advance

27. The Board :

(i) may, if it thinks fit receive from any member willing to advance the same, all or any part of moneys uncalled and unpaid upon any share held by him.

(ii) upon all or any of the moneys so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, six percent per annum as may be agreed upon between the Board and the member paying the sum in advance. "Money paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in the profits of the company".

Default in pay-
ment of calls

28. No member shall be entitled to receive any dividend or exercise any privileges as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any) and the Board may deduct from the dividend/interest payable to any member all sums of money so due from him to the company.

Evidence in ac-
tion by Company
against Members

29. On the trial or hearing of any action or suit brought by the Company against any share-holder or his representatives to recover any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the defendant is or was when the claim arose, on the Register 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 Board who made any call, nor that a quorum was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted, nor any other whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

TRANSFER AND TRANSMISSION OF SHARE

30. Shares in the Company shall be transferred by an instrument in the form prescribed by the Act.

31. Every instrument of transfer shall be left at the office of the Company for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Directors may require to prove the title of the transferor and his rights to transfer the share and upon payment of the proper fee the transferee shall (subject to the Director's right to decline to register any transfer) be registered as a member in respect of such shares.

Execution of transfer

32. Every such instrument of transfer shall be duly stamped and shall be signed by or on behalf of both the transferor and transferee and the transferor shall remain the holder of such share until the name of the transferee is entered in the Register in respect thereof. The name, address and occupation, if any, of the transferee shall be specified in the instrument of transfer. All joint transferors and joint transferees shall sign the instrument of transfer.

Application for registration

33. An application for registration of a transfer of shares may be made either by the transferor or by the transferee; where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives to the transferee notice of the transfer and within two weeks from the receipt of the notice the transferee has not objected to the transfer. For the purposes of this Article notice to the transferee shall be deemed to have been duly given if it is despatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been delivered at the time at which it would have been delivered in the ordinary course of post.

34. The Company shall subject to section 187 C of the Act incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the name notwithstanding that the Company may have had notice to 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 to or required to regard or attend or give effect to any notice which may be given to it of any equitable rights title or interest or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or transferred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Directors shall so think fit.

Boards power to refuse registration

35.(a) Notwithstanding anything contained in these Articles and subject to section 111(5) of the Act, the Directors may in their absolute and uncontrolled discretion decline to register or acknowledge any transfer of shares and the right of refusal shall not be affected by the circumstance that the proposed transferee is already a member of company. In particular and without prejudice to the generality of the above powers the Directors may also refuse to register the transfer of any shares upon which the Company has a lien or

when the Directors are of opinion that it is not desirable to admit the proposed transferee to membership. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons, in debited to the company on any account whatsoever except where calls are payable in respect of such shares.

(b) Nothing in sections 108, 109 and 110 of the Act, shall prejudice this power to refuse to register the transfer of or the transmission by operation of law of the right to, any shares or interest of a member in or debentures of the Company.

(c) If the company refuses, whether in pursuance of any power under these Articles or otherwise, to register any such transfer or transmission of right, it shall within two months from the date on which the instrument of transfer or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.

(d) The Board of Directors may refuse to register transfer of shares, where the lot is less than 50 shares or where by virtue of transfer of shares the shareholding of transferor will reduce below 50 shares. However, transfer/transmission of shares shall not be refused under this regulation where transfer takes place by virtue of death, insanity insolvency of any of the existing members.

36. In the case of the death of any one or more of the persons named in the Register as the joint holders of any share, the survivor or survivors shall be the only persons recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the assets of the deceased joint holder from liability on the shares held by him jointly with any other person.

Legal representative of a deceased member

37. The executors or administrators of deceased members or the holder of a succession certificate in respect of a deceased member (such deceased member not being one of several joint holders) shall be the only person recognised by the Company as having interest in or title to the shares registered in the names of such members and the Company shall not be bound to recognise such executors unless such executors shall have first obtained probate from a court in India having jurisdiction provided that in any case where the Directors in their absolute discretion think fit, they may dispense with the production of probate or letters of Administration or other legal representation upon such terms as to indemnity or otherwise as they may deem fit and under the next Article register the name of any person who claims to be absolutely entitled to the shares standing in the name of the deceased member as a member.

Transmission of shares

38. Any person becoming entitled to shares in consequence of the death or insolvency of any member or by any lawful means, otherwise than by transfer in accordance with these presents, upon producing such evidence of his title as the Directors think sufficient, may, with the consent of Directors (which they shall not be under any obligation to give) be

registered as a member in respect of such shares or may, subject to the regulations as to transfer hereinafter contained transfer such shares. This Article is hereinafter referred to as "The Transmission Article".

39. The guardian of a minor entitled to shares and the committee of lunatic entitled to shares may upon producing to the Directors such evidence of their position as may be reasonably required by them be placed upon the Register in respect of the shares to which the minor or lunatic may be entitled as the case may be.

40. Every transmission of a share shall be verified in such manner as the Directors may require and the company may refuse to register any transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration, which the Directors at their discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Directors to accept any indemnity. The Directors shall have the same right to refuse to register a person as member entitled by transmission to any shares or his nominee as if he was the transferee named in an ordinary transfer presented for registration.

Fee for transfer 41. No fee shall be charged in respect of the transfer or transmission of any shares of any class or denomination.

Closure of Register 42. The transfer Book and the Register of members may be closed upon giving such notice as is required by section 154 of the Act during such time as the Directors think fit not exceeding in the aggregate forty five days in each year but not exceeding thirty days at any one time.

GENERAL MEETINGS

Extra ordinary meetings 43. All general meeting other than Annual General Meetings shall be called Extra-ordinary General Meetings.

When Extra ordinary meeting to be called 44. (i) The Board may whenever it thinks fit, call an extraordinary general meeting.

(ii) 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 the members holding 1/10th of the paid up share capital of the Company may call an extraordinary general meeting in the same manner as nearly as possible, as that in which such a meeting may be called by the Board.

Business not to be commenced without proper quorum Adjournment or dissolution if quorum not present 45. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Subject to the provisions of the Act and save as herein otherwise provided, any five members present in person shall be a quorum.

When if quorum not present, meeting to be dissolved and when to be adjourned

(iii) If within half-an-hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon such requisition as aforesaid shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such time and place as the Board may by notice appoint and if at such adjourned meeting a quorum be not present within half-an-hour from the time appointed for holding the meeting those members, who are present and not being less than two shall be a quorum and may transact the business for which the meeting was called.

Chairman of general meeting

46. The Chairman of the Board of Directors, if any, shall be entitled to take the chair at every General Meeting or if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, the members present shall choose another Director as Chairman and if the Director present or if all the Directors present decline to take the chair, then the members present shall choose one of their members to be Chairman.

Power to adjourn general meeting

47. (i) The Chairman may with the consent of any meeting at which quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from the place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Notice of adjourned meeting when necessary

(iii) When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.

When poll is demanded what business to be transacted

48. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

Vote of members

49. 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 right of members shall be one vote for each share held by them.

50. In 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 stand in the register of members.
- Vote in respect of insane** 51. 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.
- Restriction on voting** 52. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- Admission or rejection of instruction votes** 53. (i) 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 objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purpose.
- (ii) Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
- Appointing instrument proxy to be deposited at the office** 54. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially 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 as valid.
- When vote by proxy valid through authority revoked** 55. 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 revocation of the proxy or the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given, provided no intimation in writing of the death or insanity or revocation or transfer of shares shall have been received by the Company at the office before the vote is given.

DIRECTORS

- Number of Directors** 56. (a) The number of Directors of the Company shall not be less than 3 and more than 12 including the special Director, if any and the Debenture Director, if any and the Corporation Director, if any. The Company may increase the number of Directors subject to provisions of law.

(b) Unless otherwise determined by the company in General Meeting a Director shall not be required to have a share qualification, and nevertheless shall be entitled to attend and speak at any General Meeting of the company and any separate meeting of the holders of any class of shares in the company.

**Debenture
Director**

(c) Any Trust deed for securing debentures or debenture-stock may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person or persons to be a Director or Directors of the Company and may empower such Trustees or holders of Debentures or debenture-stocks, from time to time, to remove and re-appoint any Director so appointed and at the time of such removal and also in the case of death or resignation of the person so appointed, any time, appoint any other person as a 'Debenture Director' in his place. The Director appointed under this Article is herein referred to as 'Debenture Director' and the term 'Debenture Director' means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

**Corporation
Director**

(d) So long as any moneys be owing to the Company to or in respect of any underwriting arrangements with any Financial Corporation or Credit Corporation or any Financing Company or Body (which Corporation or Body is hereinafter in this Article referred to as the Corporation), the Directors may authorise such Corporation to nominate, from time to time, any person or persons as a Director or Directors of the Company (which Director is hereinafter referred to as 'Corporation Director') and may agree, that the Corporation Director shall not be liable to retire by rotation. The Corporation may at any time and from time to time remove any such Corporation Director nominated by it and may at the time of such removal and also in the case of death or resignation of the person so nominated, at any time, nominate any other person as a Corporation Director in his place. Such nomination or removal shall be made in writing signed by the Chairman of the Corporation or any person or Director thereof and shall be delivered to the Company at its registered office. It is clarified that every Corporation entitled to nominate a Director under this Article may nominate one or more such person or persons as a Director (s) and so that if more than one Corporation is so entitled there may be at any time as many Corporation Directors as the Corporations eligible to make the nomination, nominate.

Special Director

(e) In connection with any collaboration arrangement with any Company or Corporation or firm or person for supply of technical know-how and machinery or technical advice, the Directors may authorise such Company, Corporation, firm or person (hereinafter

In this clause referred to as Collaborator) to nominate from time to time any person or persons as a Director or Directors of the Company (hereinafter referred to as 'Special Directors') and may agree that such Special Director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for the office of such Director, so however that such Special Director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such Collaborator under the collaboration arrangements or at any time thereafter. The Collaborator may at any time and from time to time remove any such Special Director nominated by it and may at the time of such removal and also in the case of death or resignation of the person so nominated, at any time, nominate any other person as a Special Director in his place and such nomination or removal shall be made in writing signed by such Company or Corporation or any partner or such person and shall be delivered to the Company at its registered Office. It is clarified that every Collaborator entitled to nominate a Director under this Article may nominate one or more such persons as a Director (s) and so that if more than one Collaborator is so entitled, there may be at any time as many Special Directors as the Collaborators eligible to make the nomination, nominate.

57. The following shall be the first Directors of the Company.

1. Shri Nemi Chand Jain
2. Shri Bimal Kumar Jain

Holding of office or place of profit under the Company or its subsidiary

58. Any Director or other person referred to in Section 314 of the Act may be appointed to hold any office or place of profit under the Company or under any subsidiary of the Company in accordance with the provisions of Section 314 of the Act.

Board's power to declare a Director as non-retiring

59. (a) Subject to the provisions of Section 255 of the Act and provisions of Articles the Board shall have power to declare such of the Directors for the time being as not liable to retire by rotation with power to revoke such declaration and upon revocation of such declaration such Director shall become liable to retire by rotation and shall be reckoned for determining the Directors to retire by rotation as provided by Section 256 of the Act and Article 58.

(b) The Board shall exercise its powers of declaration and revocation aforesaid in a manner that the number of Directors not liable to retire by the rotation (including the Special Directors who may be appointed under Article 56 and the Managing director if any shall not exceed one-third of the total number of Directors for the time being.

60. The remaining Directors liable to retire by rotation may be appointed by the Company in General Meeting.

ROTATION OF DIRECTORS

Retirement of
Directors by
Rotation

61. (1) At every Annual General Meeting one-third of such of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office.
- (2) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
- (3) At the Annual General Meeting at which a Director retired as aforesaid, the Company may fill up the vacancy by re-appointing the retiring Director or some other person thereto.
- (4) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved to fill the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place and if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place. If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting unless:
- (i) At the meeting or at the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost;
 - (ii) The retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
 - (iii) He is not qualified or is dis-qualified for appointment;
 - (iv) A resolution whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of the Act; or
 - (v) The proviso to sub-section (2) of Section 263 of the Act is applicable to the case.
- (5) The expression "Retiring Director" in these clauses shall mean a Director retiring by rotation.

Right of person
other than retiring
directors to
stand for directorship

62. (i) A person who is not a retiring Director shall, subject to the provisions of the Act, be eligible for appointment to the office of Director at any General Meeting, if he or some member intending to propose him has, not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office, as the case may be.

- (ii) The Company shall inform its members of the candidature of a person for the office of a Director or the intention of a member to propose such person as a candidate for that office by serving individual notices on the members not less than seven days before the meeting provided that it shall not be necessary for the company to serve individual notices upon the members as aforesaid if the company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the place where the Registered Office of the Company is located, of which one is published in the English language and the other in the regional language of that place. The expression "Retiring Director" in this Article means a Director retiring by rotation.

MANAGEMENT

63. The Board of Directors may in accordance with the provisions of the Act, appoint a whole-time Director or President or Executive Director or Manager to manage its affairs. A Director may be appointed as a Secretary or Manager. The terms and conditions and the appointment of paid Directors shall be subject to the provisions of the Companies Act, 1956 and to the consent of the General Meeting of the Company whenever required.

MANAGING DIRECTOR

64. (a) Subject to the provisions of section 197A, 198, 268, 269, 316 and 317 and other applicable provisions of the Companies Act 1956, the Board may, from time to time, appoint one or more of the Directors to be the Managing Director or Managing Directors of the Company on such terms and at such remuneration by way of salary or commission or participation in profits or partly in one and partly in another as they may think fit, either for a fixed term not exceeding Five years at a time as to the period for which he is to hold such office and may, from time to time (subject to the provisions of any contract between him and the Company) remove or dismiss him from office and appoint another in his place.
- (b) Subject to the provisions of Section 255 of the Act, a Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation but he shall not be reckoned as Director for the purpose of determining the number of Directors retiring by rotation and in fixing the number of Directors to retire, but (subject to the provisions of any contract between him and the Company) he shall be subject to the same provisions as resignation and removal as the other Directors are and he shall ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director for any cause save that if he shall retire by rotation under the provisions of Section 255 of the Act at any Annual General Meeting and shall be re-appointed a Director at the same meeting he shall not, by reason only of such retirement, cease to be a Managing Director. Further if at any time the total number of Managing Director is more than one third

of total number of Directors, the Managing Director who shall not retire shall be determined by and in accordance with their respective seniorities.

65. Subject to the provisions of the Section 268, 269, 309, 310 and 311 of the Act and requisite permission/approval of Central Govt. and share holder the remuneration and other terms and conditions of Managing Director shall be that which is determined by the Board of Directors, from time to time. The remuneration of a Managing Director may be by way of monthly payment and/or for each meeting and/or by way of participation in profits or by any or all these modes.
66. The Managing Director shall exercise such of the powers as are exercised by the Board of Directors save and except those which by previous resolution passed to that effect by the Board of Directors are to be exercised by the Board itself or such of the powers as the Company has in a general meeting specified to be exercisable by the Board.
67. The Managing Director shall not exercise the power :
- (i) to make calls on share holders in respect of moneys unpaid on the Shares in the Company,
 - (ii) issue debentures, and
 - (iii) except as may be delegated by the Board under Section 292 and 293 of the Act invest the funds of the Company or make loans or borrow moneys.
- Director's fees remuneration and expenses.** 68. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment be deemed to accrue from day to day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors shall be paid Rs. 250/- (Rupees Two hundred fifty) each for every meeting of the Board attended by them and may be paid all the travelling hotel and other expenses properly incurred by them,
- (a) In attending and returning from meeting of the Board of Directors or any Committee thereof or general meetings of the Company or
- (b) In connection with the business of the Company.
- Share qualification of Directors** 69. The Directors shall not be required to hold any qualification shares.
- Preliminary expenses for incorporation of Company.** 70. The Board shall pay all the preliminary expenses including the costs, charges and expenses that may have been incurred by the incorporator and/or promoters for the incorporation and registration of the Company.

Negotiable receipts.

71. All cheques, promissory notes, hundies, drafts, 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 in such manner as the Board shall from time to time by resolution determine.

POWERS AND DUTIES OF DIRECTORS

General Power

72. The Board may exercise all such powers of the Company and do all such acts and things as are not, by the Act or any other Act or by the Memorandum and Articles of Association of the Company, required to be exercised by the Company in General Meeting, subject nevertheless to these Articles or to the provisions of the Act or any other Act and to such regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. PROVIDED that the Board shall not, except with the consent of the Company in General Meeting :-

- (a) (i) sell, lease or otherwise dispose of the whole or substantially the whole, of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole, of any such undertaking.
- (ii) remit or give time for the repayment of any debt due by a Director.
- (iii) invest otherwise than in trust securities, the amount of compensation received by the Company in respect of the compulsory acquisition of any such undertaking as is referred to in clause (a) or of any premises or properties used for any such undertaking and without which it can not be carried on or can be carried on only with difficulty or only after a considerable time.
- (iv) borrow moneys, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purposes.
- (v) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will in any financial year, exceed Rs. 50,000 (Fifty thousand) rupees or 5% (five percent) average net profits as determined in accordance with the provisions of Sections 349 and 350 during the three financial years immediately preceeding, which ever is greater.

- (b) The Directors shall have the power to enter into joint venture/partnership Trust or such other arrangement with any other party, person or Government or foreign or Indian Companies collaborators, as they may deem fit in the course of carrying of Company's business.

**Certain powers
of the Board**

73. Without prejudice to the general powers conferred by this Article and so as not/in any way to limit or restrict those powers and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article, it is hereby declared that the Directors shall have the following powers that is to say, power-
- (1) To pay out of and charge to the capital account of the Company any commission or interest lawfully payable there out or chargeable there to under the provisions of Sections 76 and 208 of the Act.
 - (2) Subject to Sections 292 and 297 of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, all or for such price or consideration and on such terms and conditions as they may think fit and in any such purchases or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably and satisfactory.
 - (3) At their discretion and subject to the provisions of the Act, to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, mortgages or other securities of the Company and such shares may be issued either fully paid-up thereon as may agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
 - (4) To secure the fulfilment of any contract or engagement entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
 - (5) To accept from any member, as far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed.
 - (6) To appoint any person to accept and hold in trust for the Company any property belonging to the Company, in which it is interested or for any other purposes and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.
 - (7) To institute, conduct, defend, compound or abandon any legal

proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demand by or against the Company and to refer any differences to arbitration and observe and perform any awards made thereon.

- (8) To act on behalf of the Company in all matters relating to bankrupts and insolvents.
- (9) To accept deposits from Members and the public and to make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demands of the Company.
- (10) Subject to the provisions of Sections 292, 293, 370 and 372 of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.
- (11) To execute, in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit and any such mortgages may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.
- (12) To determine, from time to time, who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.
- (13) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expense of the Company.
- (14) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grant of money, pension, gratuities, allowances, bonus or

other payments or by creating and from time to time subscribing or contributing to provident and other funds, associations, institutions or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money for charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.

(15) Before recommending any dividend, to set aside out of profits of the Company such sums as they may think proper for depreciation or to a Depreciation Fund or to an Insurance Fund or as a Reserve Fund or Sinking Fund or any Special Fund to meet contingencies or to repay debentures or debenture-stock or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of property of the Company and for such other purposes (including the purposes referred to in the preceding clause), as the Board may in their absolute discretion, think conducive to the interest of the Company and subject to Section 292 and 293 of the Act, to invest the several sums of set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they may think fit and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company, notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the Reserve Fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund to another Reserve Fund or division of a Reserve Fund with full power to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Debentures or debenture-stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.

(16) To appoint and at their discretion remove or suspend such senior executives (including whole time directors), secretaries, assistants, supervisors, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emolument or remunerations and to require security in such instance and to provide for the transaction of the affairs of the Company in any

specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.

- (17) At any time and from time to time by Power of Attorney under the Seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these present and excluding the power to make calls and excluding also, except in their limits authorised by the Board, the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment may (if the Board thinks fit) be made in favour of the members or any of the members of any local Board, established as aforesaid or in favour of any company or the shareholders, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such power for the protection or convenience of person dealing with such attorneys as the Board may think fit.
- (18) Subject to Section 294 and 297 of the Act, for or in relation to any of the matters, aforesaid or otherwise for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.
- (19) To make, vary and repeal bye laws for the regulation of the business of the Company, its officers and servants.
- (20) To pay the costs, charges and expenses/preliminary and incidental to the promotion, formation, establishment and regulation of the Company and to the issue of further capital.
- (21) To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any of the buildings, plant, machinery, vessels, vehicles, goods, stores, produce and all other movable and immovable property of the Company, either separately or conjointly and to assign, surrender or discontinue any policies of insurance affected in pursuance of this power;
- (22) To open accounts with any bank or bankers or with any company, firm or individual and to pay money into and draw money from or otherwise operate any such account, from time to time, as they may think fit;

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

(24) To delegate all or any of the powers, authorities, discretions for the time being vested in the Directors to any employees of the Company or to any other persons, firm or body corporate or otherwise to any fluctuating body of persons.

74. The Board shall have full power:

(a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the cases of shares or debentures becoming distributable in fractions and also.

(b) To authorise any person to enter, on behalf of all the member entitled thereto, into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of further shares or debentures to which they may be entitled upon such capitalisation of (as the case may require) for the payment by the Company on their respective proportions of the profits resolved to be capitalised or the amounts remaining unpaid on their existing shares.

AUTHENTICATION OF DOCUMENTS

Power to authenticate documents

75. Any Director or the Secretary or any officer appointed by the Board for the purpose shall have the power to authenticate any documents effecting the constitution of the Company and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts therefrom as true copies or extract any where and books, records, documents or accounts are elsewhere than at the office, the local manager or the other officer of the Company having the custody thereof, shall be deemed to be a person appointed by the Board as aforesaid.

Certified copies of resolution of the Board

76. A document purporting to be a copy of resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of these Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of duly constituted meeting of the Directors.

Power of board to appoint directors

77. (a) Subject to the provisions of section 255 and 260 of the Act and Article 54 the Board shall have a right to appoint Additional Directors, PROVIDED THAT the maximum strength fixed for the Board by the Articles is not exceeded.

(b) The Additional Directors shall hold office only upto the date of the Annual General Meeting of the Company held next after his appointment and shall be eligible for re-appointment by the Company as Director at that meeting subject to the provisions of the Act and the Articles.

78. A Director of this Company may be or become a Director of any other Company promoted by the Company or in which he may be interested as a vendor, share-holder or otherwise and no such Director shall be accountable for any benefits received as a Director or member of such Company except in so far as Section 309 (6) or Section 314 of the Act may be applicable.

Directors' Power to fill casual vacancies

79. Subject to the provisions of Section 262 and 264 of the Act the Board, shall have power, at any time and from time to time to appoint any other qualified person to be a Director to fill a casual vacancy. Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.

Alternate Director

80. (a) Subject to Section 313 of the Act, in the event of any Director hereinafter called the original Director is to remain absent for a period of not less than 3 months from the State in which meetings of the Board are ordinarily held then the Board may appoint an Alternate Director to act in his absence.

(b) An alternate Director appointed under Clause (a) above shall not hold office as such for a period longer than that permissible, to the original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to the State in which meetings of the Board are ordinarily held.

(c) If the term of office of the original Director is determined before he so returns to the State as aforesaid then in that event alternate Director appointed in place of the original Director shall also cease to be Director.

Conditions under which Directors may contract with Company

81. Subject to the provisions of Section 297 of the Act, a Director shall not be disqualified from contracting with the Company either as vendor, purchaser or otherwise for goods material or services or for underwriting the subscription of any shares in or debentures of the Company nor shall any such contract or arrangement entered into by or on behalf of the Company with a relative of such Director or a firm in which such Director or relative is a partner or with any other partner in such firm or with a private Company of which such Director is a member or Director be avoided nor shall any Director so contracting or being such member or so interested be liable to account to

the Company for any profit realised by any such contract or arrangement by reason of such Director holding office or of the fiduciary relation thereby established.

Disclosure of a Director's Interest

82. Every Director who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, entered into or to be entered into, by or on behalf of the Company not being a contract or arrangement entered into or to be entered into between the Company and any other Company, where any of the Directors of the Company or two or more of them together holds or hold not more than two percent of the paid up share capital in the other Company shall disclose the nature of his concern or interest at a meeting of the Board as required by Section 299 of the Act. A general notice, renewable in the last month of each financial year of the Company, that a Director is a Director or a member of any specified body corporate or is a member of any specified firm and is to be regarded as concerned or interested in any subsequent contract or arrangement with that body corporate or firm shall be sufficient disclosure of concern or interest in relation to any contract or arrangement so made and, after such general notice, it shall not be necessary to give special notice relating to any particular contract or arrangement with such body corporate or firm, provided such general notice is given at a meeting of the Board, that the Director concerned takes responsible steps to secure that it is brought up and read at the first meeting of the Board after it is given. Every Director shall be bound to give and from time to time renew a general notice as aforesaid in respect of all bodies corporate of which he is a Director or member and of all firms of which he is a member.

Discussion and voting by a Director interested

83. No Director shall, as a Director, take any part in the discussion of or vote on any contract or arrangement in which he is in any way whether directly or indirectly concerned or interested nor shall his presence count for the purpose of forming a quorum at the time of such discussion or vote. This prohibition shall not apply to;

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

(b) Any contract or arrangement entered into or to be entered into by the Company with a public company or with a private Company, which is subsidiary of a public company, in which the interest of the Director consists solely in his being a Director of such company and the holder of shares not exceeding a number of value as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by the Company or in his being a member of the company holding not more than two percent of the paid up share capital of that Company.

Directors to act diligently

84. The Directors shall duly comply with the provisions of the Companies Act, 1956 or any statutory modification thereof for the time being in force and in particular with the provisions in regard to the registration of the particulars or mortgages and charges effecting the property of the Company or created by it and to keeping a register of Companies,

an annual list of members and a summary of particulars relating thereto and notice of any consolidation or increase of share capital, copies of special and extra ordinary resolutions and a copy of the register of Directors and notifications of any change therein.

PROCEEDINGS OF THE BOARD OF DIRECTORS MEETING

Meeting of Directors

85. The Directors may meet together as a Board for the despatch of business, from time to time, and shall so meet at least once in every three calendar months and at least four such meetings shall be held in every Calendar year. The Directors may adjourn and otherwise regulate their meetings as they think fit.

Notice of Director's Meeting

86. (a) Unless otherwise agreed to by the Directors appointed by promoters, Government (Central or State), any company authority or any other person or their alternates, written notice of every meeting of the Board shall be received at least two days in advance thereof by every Director,

(b) Every notice convening a meeting of the Board of Directors shall set out the agenda business to be transacted there-at full and sufficient detail and no item of business shall be transacted at such meeting unless the same has been stated in full and sufficient detail in the said notice convening the meeting. PROVIDED that with the unanimous consent of all the directors present, any item of business not included in the agenda can be transacted at the meeting.

Quorum at Board Meeting

87. 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 exceeds 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

Adjournment of meeting for want of quorum

88. If a meeting of the Board could not be held for want of a quorum, then the meeting shall automatically stand adjourned to the same day, place and time in the next week, unless otherwise decided by the Directors present.

Board Meeting how convened

89. A Director may at any time and the Secretary, upon the request of a Director, shall, convene a meeting of the Board by giving a notice in writing to every Director as provided in Article 77.

Chairman

90. The Board shall appoint as chairman of its meeting one of the Directors and shall determine the period for which he is to hold office.

Chairman to preside at all meetings

91. (a) The Chairman shall preside at all the meetings. If at any time the Chairman is not present at the time appointed for holding, the meeting, the Directors present shall choose one of their number to be the Chairman of such meeting.

(b) The Chairman of the meeting shall have second/or casting vote in respect of the matters to be decided by the Board.

- Questions at Board Meeting how to be decided** 92. Questions arising at meeting of the Board of Directors shall be decided by a majority vote of the Directors present and entitled to vote there at.
- Powers of Board Meeting** 93. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act of the Articles of the Company are for the time being vested in or exercised by the Board.
- Directors appoint Committee of Board** 94. Subject to the restrictions contained in Section 299 of the Act, the Board may delegate any of their powers to Committees of the Board and the Board may, from time to time, revoke 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 on exercise of 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 purpose of their appointment but not or otherwise, shall have the like force and affect as if done by the Board.
- Other Committee** 95. The Board may appoint other committees consisting of members or other persons or any directors, members and other persons and delegates any of their powers and from time to time revoke and discharge such committees, either wholly or in part and either as to persons or purposes and the committee so formed shall in the exercise of powers so delegated conform to any regulations, that may, from time to time, be empowered on it by the Board.
- Questions at meeting of Committee how decided** 96. Questions arising at any meeting of the Committee of the Board or other Committees shall be decided by a majority vote of the members of such Committee present and entitled to vote thereat.
- Meeting of Committee how to be governed** 97. The meetings and proceedings of any such Committee of the Board consisting of two or other Committees, members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors.
- Resolution by circulation** 98. No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, (including alternate Directors) or to all the members of the Committee of the Board, as the case may be then in India (not being less in number than the quorum fixed for a meeting of the Board or of the Committee, as the case may be) and to all other Directors or members by a majority of them as are then in India and entitled to vote on the resolution.

Acts of Board
or Committee
valid notwith-
standing defect
in appointment

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

Minutes of pro-
ceedings of mee-
ting of the Board

100. (a) Subject to section 193 of the Act, the Company shall cause minutes of all proceeding of every meeting of the Board and Committee thereof to be kept by making, within thirty days, of the conclusion of every such meetings entries thereof in books kept for that purpose with their pages consecutively numbered of all resolutions and proceedings of all meetings of the Company and of the directors of committee of Directors.
- (b) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the chairman of the said meeting or the chairman of the succeeding meeting.
- (c) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise unless permitted under law.
- (d) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (e) The minutes shall also contain :—
- (i) The names of the directors present at the meeting; and
 - (ii) In the case of each resolution passed at the meeting, the names of the Directors, if any, absent from or not concurring with the resolution,
- (f) Nothing contained in sub-clauses (d) to (e) shall be deemed to require the inclusion in any minutes of any matter, which in the opinion of the Chairman of the meeting :—
- (i) is or could reasonably be regarded as defamatory of any person; or
 - (ii) is irrelevant or immaterial to the proceedings; or
 - (iii) is detrimental to the interest of the Company. The Chairman shall exercise an absolute discretion regard to the inclusion or any matter in the minutes on the grounds specified in this sub-clause.
- (g) Minutes of meeting kept in accordance with the aforesaid provisions shall be conclusive evidence of the proceedings recorded therein.

(b) Every director present at any meeting of the directors or committee of directors shall sign his name in book/registers to be kept for that purpose.

**Management
outside India**

101. Subject to the provisions of the Act, the Board may from time to time provide for the management of the affairs of the company outside India in such manner as it shall think fit.

102. The Company may exercise the power conferred by Section 50 of the Act with regard to having an Official Seal for use abroad and such power shall be vested in the Board and the Company may cause to be kept in any State or Country outside India, as may be permitted by the Act, a Foreign Register of Members or Debentures holders residents in any such State or Country and the Board may, from time to time, make such regulations not being inconsistent with the provisions of Sections 157 and 158 of the Act and the Board may, from time to time, make such provisions as it may think fit relating thereto and may comply with the requirements of any local law and shall in any case comply with the provisions of Section 157 and 158 of the Act.

**Board may act
notwithstanding
vacancy.**

103. The continuing Directors may act notwithstanding any vacancy in Board, but if and so long as their number is reduced below and quorum fixed by the Act for a meeting of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that fixed for the quorum or of summoning a General Meeting of the Company but for no other purpose.

SECRETARY

Secretary

104. Subject to Section 313 A of the Companies Act, 1956, a Secretary may be appointed by the Board for each term, at such remuneration and upon such conditions as it may think fit and any secretary so appointed may be removed by the Board.

105. Subject to the provisions of Section 314 and 313 A of the Act, a Director may be appointed as a Secretary.

106. Subject to provision of the Act or these Articles requiring or authorising a thing to be done by a Director and the Secretary shall not be satisfied by its being done by the same person acting both as Director and as or in place of the Secretary.

THE SEAL

Custody of seal

107. (i) The Board shall provide for the safe custody of the seal.

(ii) Subject to the provisions of the Companies (Issue of Share Certif-

(cate) Rules, 1960 the Seal of the Company shall not be affixed to any instrument except by the authority of and resolution of the Board and except in the presence of at least one Director who shall sign every instrument to which the seal of the Company is so affixed in his presence.

DIVIDENDS AND RESERVES

Declaration of dividend 108. The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board and the company in general meeting declare smaller dividend.

(a) Subject to the provisions of Section 205 of the Act, no dividend shall be declared and paid for any financial year except out of the profit of the Company or out of the moneys provided by the Central Government or State Government for payment of dividend in pursuance of any guarantee given by such Government and no dividends shall carry interest as against the company.

(b) Nothing contained in these Articles shall be deemed to affect in any manner the operation of Section 208 of the Act.

Interim dividend 109. The Board may, from time to time, pay to the members such interim dividends as appears to it to be justified by the profits of the Company.

Reserve 110. (i) The Board may before recommending any dividend set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied including a provision for meeting contingencies or for equalising dividends and pending such application may at the like discretion, either be employed in the business of the Company or be invested in such investment (other than shares of the Company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.

(iii) The unpaid or unclaimed dividend shall be dealt with in accordance with Section 205 (A) of the Act and Rules made thereunder.

111. (i) 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 but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

(ii) 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.

Debit may be deducted from dividend

112. Subject to section 205 A of the Act, 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.

113. (1) Any General Meeting declaring a dividend or bonus wholly or partly by the distribution of specific assets; the Board shall give effect to the resolution of meeting.

(ii) Where any difficulty arises in regard to such distribution the Board may settle the same as it thinks expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payment shall be made to any members upon the footing of the value so fixed in order to adjust the right of all parties and may vest any such specific assets in trustees as may seem expedient to the Board.

Payment by post

114. (1) Any dividend, interest or other money 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 the 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 address as the holder or joint holder may in writing direct.

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

(iii) Subject to section 205 A of the Act, the Board may retain the dividend payable upon any shares in respect of which any person is under the Transmission Clause entitled to become a member or which any person under that clause is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.

Dividends to members registered jointly

115. Any one or 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.

Notice of dividend

116. Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

No interest on
Dividend

117. No dividend shall bear interest against the Company.

ACCOUNTS

Accounts

118. (a) The company shall keep and maintain such books of accounts and other records as may be required in respect of its (Company's) business, affairs and operations showing all such particulars as may be specified by it.

(b) The Board shall, from time to time, determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be made available for the inspection of members not being Directors.

(c) No member (not being a Director) shall have any right of inspecting any account of books or documents of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

CAPITALISATION OF PROFITS.

Capitalisation
of reserves

119. (i) 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) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be used, either in or towards-

(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(b) paying up in full, in issued shares or debentures of company to be allotted and distributed credited as fully paid up to and amongst such member in the proportion aforesaid or ;

(c) partly in the way as specified in sub-clause (i) and partly in that specified in sub-clause (ii).

(d) A share premium account and a capital reduction reserve fund may, for the purpose of this regulation only be applied in the paying up of unissued to members of the Company as fully paid bonus shares.

(ii) The Board shall give effect to the resolution passed by the Company in pursuance of this resolution.

120. 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 all allotments and issue of fully paid shares or debentures, if any and

(b) do all acts and things required to give effects thereto.

A U D I T

Accounts to be audited annually

121. Once atleast in every year the books of accounts of the Company shall be examined by one or more Auditor or Auditors.

First auditors section 224 (5)

122. The first Auditor or Auditors of the Company shall be appointed by the Board within one month of the date of incorporation of the Company and the Auditors or Auditor so appointed shall hold office until the conclusion of the first annual general meeting of the Company.

Appointments and remuneration of auditors

123. The Company at each annual general meeting shall appoint an Auditor or Auditors to hold office until the next Annual General Meeting and their appointment, remuneration, rights and duties shall be regulated by Section 224 to 227 of the Act.

- Of Branch office of Company Audit of Accounts** 124. Where the Company has a branch office the provisions of Section 228 of the Act shall apply.
- Right of auditor to attend general meeting** 125. All notice of and other communications relating to any general meeting of the Company which member of the Company is entitled to have sent to him shall also be forwarded to the Auditors of the Company and the Auditor shall be entitled to attend any general meeting and to be heard at any general meeting which he attends on any of the business which concerns him as Auditor.
- Auditors Report to be read** 126. The Auditors Report shall be read before the Company in annual general meeting and shall be open to inspection by any of the member of the Company.
- When accounts to be adopted section 210** 127. Every Balance Sheet and Profit and Loss Account of the Company when audited shall be laid before the Company in Annual General Meeting as provided in Section 210 of the Act.

SERVICE OF NOTICES AND DOCUMENTS

- How notices to be served on member section 53** 128. A notice or other document may be given by the Company to any member either personally or by sending by post to him to his registered address or (if he has no registered address in India) to the address, if any within India supplied by him to the Company for the giving of notice to him.
- Service by post** 129. (i) Where a notice or other document is sent by post :
- (a) Service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice or document provided that where a member has intimated to the Company in advance that notices documents should be sent to him under a certificate of posting or by registered post with or without acknowledgement due.
 - (b) Such service shall be deemed to have been effected at the expiration of forty-eight hours after the letter containing the notice is posted.
- (ii) If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notice to him a notice advertised in a newspaper circulating in the neighbourhood of the registered office of the Company shall be deemed to be duly given to him on the day on which the advertisement appears.

(iii) A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of such share.

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

(v) Any notice required to be given by the Company to the member or any of them and not expressly provided for by these presents shall be sufficiently given by advertisements in a newspaper circulating in the place where the registered office of the Company is situate.

(vi) The signature to any notice be given by the Company may be written or printed or lithographed or photostat.

RECONSTRUCTION

Reconstruction 130. On any sale of the undertaking of the Company the Board or the Liquidators on a winding-up may, if authorised by a special Resolution, accept fully paid or partly paid-up shares, debentures or securities of any other company whether incorporated in India or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company and the Board (if the profits of the Company permit) or the Liquidators (in a winding-up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 494 of the Act as are incapable of being varied or excluded by these Articles.

SECRET

131. Every Director, Manager, Secretary, Trustee of the Company is entitled

to enter upon the property of the Company or to inspect or examine any agent, accountant or other person employed in or about the business of the Company shall, if so required by the Board before entering upon his duties sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the State of Accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any meeting or by a Court of law and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

No member to enter the premises of the company without permission

132. (i) No member or other persons (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or, to require discovery of or any information, respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in opinion of the Board it will be in expedient in the interest of the Company to communicate.

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

WINDING UP

Distribution of assets of specie

133. (i) 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 consider of property of the same kind or not.

(ii) For the purpose aforesaid, the Liquidator may set aside value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the member of different classes of members.

(iii) The liquidator, may with the like sanction vest any part of the assets of the Company in trustees upon such trust for the benefit of the contributories as he think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

134. Every officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in connection with any application by the Court.

Sl. No.	Signature, Name, Address, Description and Occupation of the subscribers,	Signature, Name, Address, Description and Occupation of Witness,
1	<p>Sd/- (NEMI CHAND JAIN) S/o Shri Moolchand Jain 402, Ramnagar Colony, Shastri Nagar, JAIPUR-302016 Business</p>	<p>I am witness to both the Subscribers Sd/- (PRAKASH CHANDRA JAIN) S/o Late Shri Phoolchand Jain 319, Navjeevan Complex, 29, Station Road, JAIPUR-302006</p>
2	<p>Sd/- (BIMAL KUMAR JAIN) S/o Shri Moolchand Jain 402, Ramnagar Colony, Shastri Nagar, JAIPUR-302016 Business</p>	
3	<p>Sd/- (DHARAM CHAND JAIN) S/o Shri Mohanlal Jain 402, Ramnagar Colony, Shastri Nagar, JAIPUR-302016 Business</p>	<p>I witness the signatures of SHRI DHARAM CHAND JAIN Sd/- (PRAKASH CHANDRA JAIN) S/o Late Shri Phoolchand Jain 319, Navjeevan Complex 29, Station Road, JAIPUR-302006</p>

Dated the 9th day of October, 1990.

Place : Jaipur.