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**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
AUTOMOTIVE STAMPINGS  
AND ASSEMBLIES LIMITED**

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Reg.No:--

C.I.N. U 2 8 9 3 2 P N 2 0 0 1 P L C 0 1 6 3 1 4

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

**IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,  
PUNE**

In the matter of **J B M TOOLS LIMITED**

I hereby approve and signify in writing under Section 21 of the Companies Act, 1956 (Act of 1956) read with the Government of India, Department of Company Affairs, Notification No. G.S.R. 507E dated the 24<sup>th</sup> June 1985 the change of name of the Company.

From: **J B M TOOLS LIMITED**

To : **Automotive Stampings and Assemblies Limited**

and I hereby certify that **J B M TOOLS LIMITED**

which was originally

Incorporated on **THIRTEENTH** Day of **MARCH, 1990** under the Company Act, 1956 and under the name: **J B M TOOLS LIMITED**

— having duly passed the necessary resolution in terms of Section 21/22(1)(a)/22(1)(b) of the Companies Act, 1956

The name of the said company is the day changed to **Automotive Stampings and Assemblies Limited**

and this

certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at **PUNE** this **FIRST** Day of **AUGUST** Two Thousand Three.



*R. V. DANI*  
(R. V. DANI)  
REGISTRAR OF COMPANIES, PUNE.

कम्पनी अधिनियम, १९५६ कि धारा १८ (३)  
[Section 18 (3) of Companies Act, 1956]  
एक राज्य से दूसरे राज्य में रजिस्ट्रीकृत कार्यालय के अन्तरण की पुष्टी  
करने वाले के आदेश के रजिस्ट्रीकरण का प्रमाण - पत्र

CERTIFICATE OF REGISTRATION OF THE ORDER OF ~~COMPANY~~ HIGH COURT  
~~LAW BOARD BENCH~~ CONFIRMING TRANSFER OF THE  
REGISTERED OFFICE FROM ONE STATE TO ANOTHER

C.I.N. U 28932 PN 2001 PLC 16314

ने विशेष संकल्प द्वारा  
रजिस्ट्रीकृत कार्यालय का \_\_\_\_\_ राज्य  
से \_\_\_\_\_ राज्य में अन्तरण करके  
स्थान की बाबत संगम - द्वापन के उपबंधों में परिवर्तन कर दिया है और ऐसे परिवर्तन  
को \_\_\_\_\_ तारीख \_\_\_\_\_  
के आदेश द्वारा पुष्टी कर दी गई है \_\_\_\_\_

The JBM TOOLS LIMITED having by special  
resolution altered the provisions of its Memorandum of Association with respect to the  
place of the registered office by changing it from the state of NCT OF DELHI  
to the state of MAHARASHTRA  
and such alteration having been confirmed by an order of THE HIGH COURT OF DELHI  
bearing date the NINETEENTH MARCH, TWO THOUSAND ONE

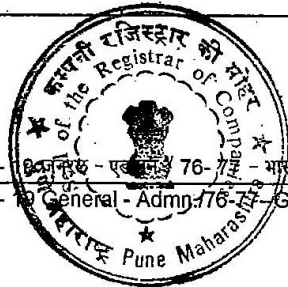
मैं एतद्वारा प्रमाणित करता हूँ कि उक्त आदेश की प्रमाणित प्रति इस दिन रजिस्ट्रीकृत कर दी गई है

I hereby certify that a certified copy of the said order has this day been registered.

मेरे हस्ताक्षर से यह तारीख \_\_\_\_\_ को दिया गया

Given under my hand at PUNE this ELEVENTH day of JULY  
TWO THOUSAND ONE. ~~ONE THOUSAND NINE HUNDRED AND~~

जे. एस. सी - ६  
J.S.C.-6



(S. RAMAKANTHA)  
कम्पनियों का रजिस्ट्रार, पुणे.  
Registrar of Companies, Pune

प्रभासपुरेक -- 272 - 84 नुसुख - एडमिनिस्ट्रेशन - 76 - भासपुरेक - (सी - 278) - 28 - 7 - 76 - 5,000  
MCIPTC -- 272 - 76 - General - Admn - 76 - 76 - GIPTC - C-278 - 29-7-76-5,000.

Company No.....55-39494



## Certificate for Commencement of Business

व्यापार आरम्भ करने का प्रमाण-पत्र  
Pursuant to section 149 (3) of the Companies Act, 1956  
कम्पनी अधिनियम १९५६ की धारा १४९ (३) के अनुसरण में  
I hereby certify that the.....J.B.M. TOOLS LIMITED

मैं एनए द्वारा प्रमाणित करता हूँ कि जे. बी. एम. टूल्स लिमिटेड

which was Incorporated under the Companies Act, 1956 on

जो कि कम्पनी अधिनियम, १९५६ के अंतर्गत पंजीकृत की गई थी दिनांक 22 फाल्गुन 1991

the THIRTEENTH day of MARCH 1990

and which has filed a duly verified declaration in the

और जिस ने कि प्रमाणित निर्धारित प्रपत्र में सत्यापित घोषणा पत्र प्रस्तुत

prescribed form that the conditions of section ~~148 (2) (a) to (c)~~

कर दिया है कि उस ने धारा ~~148 (2) (a) to (c)~~ / १४९ (३) (क) से (ग)

148 (2) (a) to (c) of the said Act have been complied with, is entitled

की सभी शर्तों का अनुपालन किया गया है, अतः व्यापार आरम्भ करने का

to commence business.

अधिकारी है।

Given under my hand at.....NEW DELHI.....

मेरे हस्ताक्षर से आज दिनांक 23 भाद्रपद 1992

this FOURTEENTH day of SEPTEMBER

One thousand nine hundred and NINETY

को जारी किया गया।



। श्री. भवानी शंकर ।

कम्पनी रजिस्ट्रार

दिल्ली एवं हरियाणा

( B. BHAVANI SANKAR )

Registrar of Companies

DELHI & HARYANA



फॉर्म एक

Form 1

निगमन का प्रमाण-पत्र

## Certificate of Incorporation

सं. 55-39494 ..... का. स. .... 19... 11  
No. 55-39494 ..... of ..... 19... 89-90 ...

जे बी एम टूल्स लिमिटेड

मैं एतद् द्वारा प्रमाणित करता हूँ कि बाक

कम्पनी अधिनियम, 1956 ( 1956 का 1 ) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that..... J B M TOOLS LIMITED

Is this day Incorporated under the Companies Act, 1956 ( No. 1 of 1956 ) and that the Company is limited:

मेरे हस्ताक्षर से आज ता. .... 22 फाल्गुन, 1911 ..... को दिया गया।

Given under my hand at NEW DELHI this..... THIRTEENTH..... day of MARCH..... One Thousand Nine Hundred and..... NINETY.....



। डी. के. गुप्ता ।

सहायक

कम्पनी रजिस्ट्रार

दिल्ली एवं हरियाणा

( D. K. GUPTA )

ASSTT. Registrar of Companies  
DELHI & HARYANA

**THE COMPANIES ACT, 1956**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**\*AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED**

- I. The Name of the Company is:- \*AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are :-  
**(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**
  1. To carry on in India or elsewhere the business of manufacturing, designing, developing, fabricating, assembling, improving, processing, melting, refining, cleaning, normalizing, buying, selling, importing, exporting and dealing in all kinds of tools, including pneumatic tools, hand tools, machine tools, cutting tools, dies, moulds, master models, gauges, templates, jigs, fixtures, tool holders, boring bars, test instruments, accessories and components thereof.
  2. To carry on the business of designing, manufacturing, developing, fabricating, assembling, improving, buying, selling, importing, exporting and dealing in all kinds of pressings, forgings, stampings, rollings, castings, laminations, fabrications, extrusions, automatic machines, electrical, electronic mechanical, components and auto parts.
  3. To carry on the business of iron masters, iron founders, mechanical and electrical engineers, steel makers, steel converters, tin plate makers, brass founders, metal workers, boiler makers, metallurgist and wood workers.
  4. To develop and commercialize technologies in the field of automation including tools, dies, moulds, jigs, fixtures and allied business.
  5. To buy, sell, import, export and deal in raw materials, plants and machinery used or required for the business referred to in sub-clauses (1) to (4) above.
  6. To carry on the business of importers, exporters, general merchants, traders, commission agents, distributors, concessionaires and consultants, in respect of the business referred to in sub-clauses (1) to (5) above.

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*\*As per the Special Resolution Passed in the Thirteenth Annual General Meeting held on 30th June, 2003, the name of the Company is changed from "JBM Tools Limited" to "Automotive Stampings and Assemblies Limited".*

**(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:-**

1. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any business which this company is authorized to carry on and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangements for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired by any shares, debentures, debenture-stock or securities, that may be agreed upon and to hold, and to retain or sell, mortgage and deal with any shares, debenture-stock or securities so received.
2. To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engine, roadways, tramways, railways, branches or sidings, bridges, reservoirs, water courses, wharves, electric works and such other works and conveniences which may seem necessary to advance the interests of the Company and to join with any such other person or company in doing any of these things.
3. To expend money in experimenting on and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
4. To enter into arrangements with any Government or Authorities, Municipal, local or otherwise, that may appear to the Company conducive to the Company's main objects or any of them and to obtain from any such Government or Authorities, any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
5. To purchase, take on lease, in exchange, hire or otherwise acquire any movable or immovable property such as land, buildings, basements, stock - in - trade, plant and machinery of every kind and any right or privileges which the Company may think necessary or convenient for the purposes of its business.
6. Subject to Sections 58A, 292 and 293 of the Companies Act, 1956, and regulations made there under and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money on deposit at interest, for any of the purposes of the Company and at such time or times as may be thought fit by promissory notes, by taking credits in or opening current accounts with any person, firm, bank, Company or financial institutions and whether with or without any security or by such other means as the directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture-stock perpetual or otherwise and as security for any such money so borrowed, raised, received and if any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and the assets of the Company both present and future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders

powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, provided that the Company shall not carry on banking business as defined in Banking Regulation Act, 1949.

7. To acquire and dispose of copyrights, rights or representation, licences and any other rights or interest in any book, paper, pamphlet, drama, play, poem, song composition (musical or otherwise), picture, drawing, work of art or photograph, and to print, publish or cause to be printed or published any thing of which the Company has a copyright or right to print or publish and to sell, distribute and deal with any matter so printed or published in such manner as the Company may think fit and to grant licences or rights in respect of any property of the Company to any other such person, firm or Company related thereto.
8. To establish for any of the purposes of the Company any branches or to establish any firm or firms or promote any Company or Companies or divisions thereof at places in or outside India as the Company may think fit.
9. To promote or assist in the promotion of any Company or Companies or division or divisions for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
10. To invest in other than investment in Company's own shares and deal with the money of the Company not immediately required in any manner as may, from time to time, be determined by the Board.
11. To lend and advance money or give credit to such persons or Companies and on such terms as may be expedient and in particular to customers of and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money by any such persons or Companies provided that the Company shall not do any banking business, as defined in Banking Regulation Act, 1949.
12. To remunerate any person or Company for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.
13. To open account with any banks or financial institutions and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, letters of credit, hundies, bills of lading, railway receipts, warrants, debentures and such other negotiable or transferable instruments of all descriptions and to buy, sell and deal in the same.
14. To procure the Company to be registered or recognized in any part of the world outside India.
15. To sell, lease, mortgage or otherwise dispose of the property, assets or any undertaking of the Company or any part thereof for such consideration as the Company may think fit.
16. To distribute, among the members in specie or in kinds any property of the Company in the event of winding up of the Company or any proceeds of sales or disposal of any property of the Company, subject to the provisions of the Companies Act, 1956.



17. To give publicity to the business and production of the Company by means of advertisement in the press, pamphlets, handbills, circulars, cinema slides or by publication of books, pamphlets, catalogues, instructions book, technical articles, periodicals and exhibition of works of art by granting rewards, prizes and donations or by participating in technical conference, symposia or in any other such suitable manner of all kinds.
18. To establish or support or aid in establishment or support of associations, institutions, funds, trusts and conveniences calculated to benefit the employees or ex-employees of the Company or the dependents of such persons and to grant pensions and allowances and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
19. To pay all costs, charges, expenses incurred in connection with incorporation of the Company, including preliminary expenses of any kind and incidental to the formation and incorporation of the Company, costs, charges and expenses of negotiating contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
20. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world and either as principals, agents, consultants, contractors, trustees or otherwise and by or through trustees, agents, consultants or otherwise and either alone or in conjunction with others.
21. To form, incorporate, promote any Company or Companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other object or objects which in the opinion of the Company could or might assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered, in obtaining subscription for or placing or assisting to place or to obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of any other such Company held or owned by the Company or in which the Company has any interest in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other such Company in which the Company may have an interest.
22. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
23. Subject to the provisions of Section 293A of the Companies Act, 1956 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition.

24. To establish and maintain or procure the establishment and maintenance of any contributory or non -contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or is allied to or associated with the Company or with any, such subsidiary Company or who are or were at any time Directors or officers of the Company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidies and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
25. To undertake financial and commercial obligations, transactions and operations of all kinds, in connection with the business of the Company.
26. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments and securities of any Company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the Company.
27. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patent, rights, brevets, inventions, trade marks, designs, licences, protections, concessions and the like conferring any exclusive or nonexclusive or limited right to their use or of any secret or such other information as to any invention, process or privilege which may seem necessary use for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account the property, rights and information so acquired.

**(C) OTHER OBJECTS :-**

1. To carry on the business as tourist agents and contractors and to facilitate traveling and to provide for tourists and travelers and promote the provision of. conveniences of all kinds in the way of or through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, enquiry bureau, libraries, lavatories, reading room, baggage transport and otherwise.
2. To set up steel furnaces and continuous casting and rolling mill plant for producing steel and alloy steel billets and all kinds and sizes of the re-rolled sections such as flats, angles rounds squares, hexagons, rails, joists, channels, strips, sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shaftings and steel structurals.

3. To carry on the businesses of manufacturers, processors, importers, exporters of and dealers in all kinds of ferrous and non -ferrous material meant for any industrial or non-industrial use and to carry on the business in cold or hot rolling, re-rolling, slitting, edge milling, sheeting, stamping, pressing, extruding, forging, drawing, flattening, straightening, heat treatment of all kinds of steel and such other metals or any other such strips, sheets, foils, tapes, wires, rods, plates and any other such sections, shapes or forms.
4. To carry on the business of mine owners, manufacturers, importers, and exporters of, traders and sellers in particular china clay, ball clay, quartz, felspar, fire clay, gypsum, bauxite, kyanite, stalite, bentonite, silliminite, olomite, magnesite, calcite, lime stone chrome , zirconium, graphite, manganese, red oxide, yellow ochre, isselghure or other associate minerals and chemicals needed for manufacturing, producing and dealing in all ceramic products particularly pottery products and refractory products such as fire bricks, silica refractories, insulating refractories magnesite refractories, firecements and mortars, bricks, tiles, sewer pipes, drain pipes, lime, cement, artificial stones, glass and enamel products and such other products, articles and things made synthetically or made, composed or prepared, wholly or in part of any mineral or such other substance or substances thereof.
5. To carry on the businesses of manufacturers, processors and importers of and dealers in gases of all types meant for any industrial or non-industrial use.
6. To carry on the businesses of manufacturers, processors and importers, exporters of and dealers in gas cylinders, graphite electrodes, welding rods and materials and all types of components, materials and things used in the same.
7. To carry on the business of suppliers of plant, machinery and equipment, stores, tools, gadgets, devices, contraptions, instruments, spares and components and to develop, acquire, supply plans, drawing estimates, project reports and know-how for industries, business, Companies, services and public bodies and Governments.
8. To carry on the business of running motor lorries, motor taxis, motor omni buses and conveyances of all kinds and on such lines and routes as the Company may think fit and to transport passengers and goods and to do the business of common carriers.
9. To carry on the business as brewers, distillers and manufacturers of and merchants and dealer in vinegar, acetic acid, glucose, wines, spirits, beers, porter, malt, hops, grain, meal, yeast, aerated water, carbonic acid gas, mustard pickles, sauces, condiments of all kinds, cocoa, coffee preservers and all or any other such commodities and things which may be conveniently used or manufactured in conjunction with any of the above or any similar business of manufacturers.
10. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat, agricultural products, milk and diary products and such other perishable items of all kinds.

11. To carry on the business of manufacturers and dealers in tractors, automobiles, earth moving equipments, internal combustion engines, boilers, locomotives and compressors.
12. To manufacture and/or deal in automobile parts, spare parts and components of machineries and to act as agents or manufacturers of various parts and components.
13. To cultivate, grow, produce or deal in any agriculture, vegetable or fruit products, and to carry on the businesses of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds, growers of and dealers in corn, hay and straw, seeds men and nurserymen and to buy, sell, manufacture and trade in any goods usually traded in any of the above businesses or any other such business as staple foods and medicinal preparations from milk, vegetable and animal products or any substitute for any of them associated with the farming interests.
14. To carry on the manufacture and sale of medicines and preparations and to carry on the business of manufacturers, buyers and sellers of and dealers in all kinds of medicines and medical preparations and drugs and obtain patents for them.
15. To carry on the business of wholesale and retail in all kinds of merchandise such as textiles, yarn, steel, spices, dry fruits, chemicals, dye chemicals and grains.
16. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers in and distributors for petroleum companies, to run service station for the repairs and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils and greases.
17. To carry on the business of manufacturers of and dealers in all types of rubber and plastic goods, particularly industrial rolls, rollers, sheets, belting and consumer goods such as tyres, tubes and such other allied products thereof, chappals, shoes, toys, medical and surgical goods and all other such kinds of products related thereto.
18. To carry on the trade or business of manufacturers of ferro manganese, colliery proprietors, coke manufacturers, miners, smelters, engineers and tin plate makers in all their respective branches. To carry on the business of electrical engineers, electricians, contractors, suppliers of and dealers in electric and other appliances, electric motors, fans, lamps, furnaces, household appliances, batteries, cables, wire lines, dry cells, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electrical energy can be employed and to manufacture and deal in all apparatuses and things, required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, including in the term electricity all power that may be directly or indirectly derived there from or may be incidentally hereafter discovered in dealing with electricity.

19. To carry on the business of machinists, makers of machinery, manufacturers of pressed bowls, mechanical engineers, marine engineers, iron founders, brass founders, iron and steel converters, metallurgists, smiths and iron masters, steel makers, blast furnace proprietors, repairers, boiler makers, sand-blast proprietors, consulting engineers, asbestos manufacturers, spanners, annealers, enamellers, electric and chromium platers, polishers, painters, garage proprietors, blacksmiths, tin smiths, iron mongers, alloy makers, metal platers, wire weavers and to buy, sell, manufacture, repair, alter, convert, let on hire and deal in plant, machinery, tools, implements, utensils, rolling stock and hardware of all kinds.
20. To manufacture, buy and sell machinery, store, engineering products of all kinds and description and to carry on the business of suppliers of and dealers in all types of machinery and in all products intended for use in foundry and treatment of metals.
21. To carry on the business of manufacturers of or dealers in glass products such as sheet and plate glass, glass wool and laboratory wares.
22. To carry on the business of manufacturers of or dealers in textiles such as man made fibers, cotton, silk, jute, woolen and synthetics.
23. To carry on the business of manufacturers of or dealers in industrial machinery of all types, including bearings, speed reduction units, pumps, machine tools and agricultural machinery and earth moving machinery, road rollers, bulldozers dumpers, scrapers, loaders shovels and drag lines and light engineering road goods such as cycles and sewing machines and their components.
24. To carry on the business as manufacturers, stockiest, importers and exporters of and dealers in engineering drawing sets, builders, hardware steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, garage tools, hardware tools, instruments, apparatus and such other machinery plants, equipment, articles, appliances, their component parts, accessories and allied things.
25. To carry on the business as manufacturers, stockiest, exporters and importers of and dealers in bolts, nuts, nails, rivets, hinges, hooks and all other such hardware items of all types and descriptions.
26. To carry on the business as manufacturers, stockiest, importers, exporters, repairers of and dealers in dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, convertors, switch boards, cookers, engines, guns, presses, insulating material and electrical plant, appliances and supplies of every description.
27. To carry on the business as manufacturers, stockiest, importers and exporters of wearable and un-wearable fabrics, high density polythene and polypropylene, woven sacks, tarpaulin of various qualities and types.
28. To carry on the business as stockiest, importers and exporters of general goods, suppliers, commission agents and clearing and forwarding agents.

29. To carry on the business as manufacturers of or dealers in or as stockiest, importers and exporters of bottles, jars, fibrite boxes, corrugated containers, aluminum foils of all types, wooden drums, packing cases, rods, wires, ropes, strips, conductors, equipment required for generation, distribution and transmission of electric energy, cables, motors, fans, lamps, furnaces, batteries and accumulators.
30. To procure or develop and supply technical know-how for the manufacture or processing of goods, materials or in the installation or erection of machinery or plant for such manufacture or processing or in the working of mines, oil wells or other sources of mineral deposits or in search of or for discovery or testing of mineral deposits or in carrying out any operations relating to agriculture, animal husbandry, dairy or poultry farming, forestry or fishing or rendering services in connection with the provision of such technical know-how.
31. To carry on the business of manufacturers and dealers in all kinds of packaging, packing requisites and cartons made of cardboard, strawboard, wood, glass or any other such material of all types, metal, glass or plastic containers as also containers of any other such material related thereto.
32. To carry on the business of importers, exporters, stockiest, suppliers and manufacturers of and dealers in commercial, industrial and domestic plastics and plastic products of any nature, substance and form and of any raw material such as styrene, vinyl chloride, poly-vinyl, polyethylene, polyolefin's, vinyl acetate and co-polymers and other allied materials, acrylics and polyesters, polycarbonates and polyethers and epoxy resins and compositions, silicon resins and P.F., U.F. and such other thermoplastic molding compositions in prefabricated sections and shapes, cellulosic plastics and other thermosetting and thermoplastic materials (of synthetic or natural origin), coloring materials, plastic and resins materials and adhesive compositions.
33. To carry on the business of manufacturers, importers and exporters, traders and dealers in or otherwise engage in ceramic, refractory and plastic (such as PVC, PE bakelite, urea, formaldehyde and other such similar chemical compositions) products of all classes, such as fiber glass, glass wool, fire clay, refractories, insulations, cement of all types, glass, chinawares, porcelain wares, earthenwares, stonewares, terra-cotta, plastic molding and extrusions and all types of any such class such as crockery wares, tablewares, glasswares, figures and statues, artificial teeth, electrical insulators, sanitary wares, glazed or unglazed tiles, laboratory, hospital and industrial requisites, sparking plugs, drainage and water supply pipes, refractory and insulation cements, bricks and other shapes and linings and all other such types and kinds or any class of plastic, heavy clay and ceramic products.
34. Subject to the provisions of Gold Control Act, 1968, to carry on the businesses of goldsmiths, silversmiths, jewellers, gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery and cutlery and their components and accessories and producing, acquiring, importing, exporting and trading in metals, bullion, gold ornaments, silver, silver utensils, diamonds, precious stones, paintings, coins, manuscripts, curios, antiques and objects of art.

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

and manufacturers of and dealers in printing machinery, type and all printers supplies, book binders and stationers and dealers in all kinds of supplies and equipment for mercantile and other such uses thereof.

42. To carry on the business of manufacturers of and dealers in all kinds and classes of paper and pulp such as sulphite and sulphate wood pulp, mechanical pulp and soda pulp and papers such as transparent, vellum, writing, printing, glazed, absorbent, news printing, wrapping, tissue, cover, blotting, filter, bank or bond, badami, brown, buff or coloured, lined, azure laid, grass or water proof, handmade parchment, drawing, craft, carbon, envelope and box and straw duplex and triplex boards and all kinds of articles in the manufacture of which in any form of pulp, paper or board is used.
43. To promote, establish, acquire and run or otherwise carry on the business of any plastic or rubber industry or business of manufacture of materials in such for use in industries or business such as wax, paper, bakelite, plywood, celluloid, products chemicals of all sorts and such other articles or things and similar or allied products or process thereof and to sell, purchase or otherwise acquire or deal in materials or things in connection with such trade, industry or manufacture and to do all things as are usual or necessary in relation to or in connection with such business or industry or manufacture.
44. To carry on the business of providing comparative information about the characteristics, interest or other attributes of individuals, communities, organizations, countries or other social units and of any articles or commodities or economic trends or persons whatsoever, to design, invent, prepare, own, make use of, lease, or otherwise dispose of and deal in and with computers, data processing machines, tapes, cards, memory equipment or any other equipment and materials of every kind and description useful in connection with this business, to license or otherwise authorize others to engage in the foregoing and to engage in general research and development in areas related to or involving the foregoing.
45. To carry on development and research work and to manufacture, calcine, refine, process import, export, buy, sell and deal in petroleum coke and coal tar, anthracite coal and to draw out, manufacture and deal in coaltar, canlion products and other such by-products as may be possible and to utilize waste gases for industrial uses and purposes.
46. To carry on the business of manufacturers, processors, importers, exporters of and dealers in pesticides and allied articles of all types, categories, grades, standards and qualities.
47. To carry on the business of advertising contractors and agents to acquire and dispose of advertising time, space or opportunities in any media, to undertake advertising and promotional companies of every nature, to acquire and provide promotional requisites of every kind and description and to carry on any other business which may be usefully carried on in connection with such business and to acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on the business as contractors or agents.



48. To carry on the business as auctioneers, house agents, land and estate agents, appraisers, allures, brokers, commission agents, surveyors and general agents and to purchase or otherwise acquire and to sell, let or otherwise dispose of and deal in, real and property of every description.
49. To carry on the business of manufacturers of and dealers and workers in cement, lime, plasters, whiting, clay, gravel, sand, minerals, earth, coke, fuel, artificial stone and builder's requisites and conveniences of all kinds and of engineers, ship, barge, lighter and truck owners, quarry owners, builders, general contractors and carriers.
50. To carry on the business whether together or separately of proprietors, managers and renters of cinemas, theatres, music halls, concert and dance halls, discotheques and other places of amusement and entertainment of every kind and of film producing studios, recording studios and radio and television studios.
51. To carry on the business of exhibiting cinematograph films and of organizing the production, management and performance of plays, dramas, comedies, operas, burlesques, pantomimes, revues, musical and such other places, ballets, shows, radio and television entertainments, sonnet lumiere and such other amusements and entertainments of every kind and of organizing, managing and holding concerts, recording sessions and dances.
52. To carry on the business of film producers, film renters, film hirers and distributors.
53. To purchase, hire or otherwise acquire any photographic, recording and other apparatus in connection with cinematograph shows and exhibitions and radio in MOA and television entertainments and to manufacture films and such other appliances and machines in connection with mechanical or electrical representation or transmission of pictures, music and radio.
54. To carry on the business as proprietors of clubs, gaming rooms, card rooms and billiard rooms and generally as amusement caterers and organizers, promoters, providers and managers of all kinds of entertainments, amusements, recreations, games, sports, competitions and pastimes, licensed victuallers, restaurant and refreshment room proprietors and to deal in food, drink and refreshments, wine and spirit dealers, printers, publishers, magazine and periodical proprietors and book sellers.
55. To carry on the business of railway automobile or such other wagon or coach builders, carriage, car, cart and wagon or other vehicle builders, iron founders, mechanical engineers and manufacturers of implements and machinery, iron and brass founders, metal workers, boiler makers, millwrights, machinists, smiths, wood workers, builders, painters, engineers and gas makers.
56. To carry on the business as manufacturers and dealers in and seller of all or any type of electronic components, raw materials and equipments, audio products, electronic calculators, digital products micro processor based system, mini computers, communication equipment and process control equipment, instrumentation and industrial and professional grade electronic equipments.

57. To engage, provide and employ or to act as agents in the engaging, providing and employing of artists, actors, singers, dancers, variety performers, sportsmen, lecturers, instructors, entertainers and any other such persons or companies for the production, transmission, representation and performance of film plays, stage plays, operas, burlesques, vaudevilles, pantomimes, ballets, concerts, exhibitions, sports, entertainments, performances and amusements of any kind.
58. To employ persons to write, compose, adopt or arrange plays, cinematograph and moving pictures, plays, sketches, songs, music, dances and any such other theatrical, musical or variety compositions and to enter into agreements with authors, composers and lyric writers or such other persons for the dramatic or such other rights of operas stage plays, operettas, revues, burlesques, vaudevilles, ballets, pantomimes spectacular pieces, musical compositions, cinematograph and moving pictures, plays, scenarios and other musical and dramatic performances and entertainments or for the representation thereof in any part of the world.
59. To carry on the business of garage proprietors and of a service station for motor vehicles of all kinds.
60. To finance or assist in financing the sale of goods, articles or commodities of all and every kind or description by way of hire purchase or deferred payment or similar transactions and to institute, enter into, carry on, subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms, to acquire and discount hire purchase or such other agreements or any rights there under (whether proprietary or contractual).
61. To carry on the business of advisers on problems relating to the administration and organization of industry and business and the training of personnel for industry and business and to carry on the businesses of industrial, business and personnel consultants and to advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.
62. To start, acquire, print, publish and circulate or otherwise deal with any newspaper or newspapers or such other publications of all types and to carry on the business of newspaper proprietors and general publishers.
63. To carry on the business as business consultants, market research consultants, business transfer agents, valuers and estate agents and to act as intermediaries in that introduction of sellers, purchasers, partners and employees.
64. To carry on the business as suppliers of trained sales staff for temporary or permanent employment and to establish and maintain an employment agency.
65. To acquire whether by purchase, lease, exchange or otherwise office premises and accommodation for the purpose of leasing the same or making the same available to any person, firm or company.

66. To conduct, hire, purchase or otherwise acquire and work ships and vessels of any class and to establish and maintain lines or regular services of ships or other vessels and to carry on the business of ship owners and to enter into contracts for the carriage of mails, passengers, goods and cattle by any means and either by its own vessels and such other forms of transportation of all types or by or over the vessels and modes of transportation of others.
67. To acquire concessions or licences for the establishment and working of lines of ship or other vessels between any ports of the world or for the formation or working of any railway or tramway, wharf, pier, dock or such other works or for the working of any coaches or other such public conveyances with the benefit of any subsidy attached to any such concession or licence or otherwise.
68. To purchase, otherwise acquire and to carry on the business or businesses of steamship owners, ship owners, smack owners, trawlers, deep-sea fishers, fishers, fish curers, fish salesmen, wholesale and retail fish merchants, wholesale and retail game and poultry merchants, ice manufacturers, cold storage keepers, warehousemen, cod liver oil manufacturers, oil merchants and refiners, utilizes of fish refuse, manure manufacturers, anchor and chain makers, wire rope makers, rope makers, mast and block makers, ship chandlers, marine store keepers, compass and nautical instrument makers, marine engineers, engineers, dry-dock keepers, ship keepers, boat builders, ship and boat repairers, ship and boat out fitters, ship breakers, ship agents, salvors, wreck removers, wreck raisers, divers, auctioneers, valuers, assessors, stevedores, wharf fingers, carriers and forwarding agents.
69. (a) To undertake, carry out, promote and sponsor rural development, agricultural development and scientific research programmes and to assist execution and promotion of such programmes sponsored by any other such institution, organization, trust or association either directly, or through any agency by contributing, participating, and/or donating in cash or in kind as approved by the Central Government or State Government or any other such appropriate authority.
- (b) To obtain the necessary approval from the prescribed authority under the Income Tax Act, 1961 or any other such law for the time being in force in India or abroad and also to accept donation, grant, aid and or contribution in cash or in kind from any person, association, institution, co-operative society, companies and Central or State Governments towards such programmes.
70. To sink well, shafts, lay down pipes, construct, maintain and improve any or all of them and other work incidental thereto calculated directly or indirectly to advance the interest of the company and to pay and contribute to the construction, maintenance and improvement of any such services.
71. To enter into trade and/or technical and other similar collaborations with any person, firm, company, corporate body, government or other bodies either foreign, local or otherwise to carry out all or any of the objects of the company on such terms and conditions as the Company thinks fit and proper.
72. To appoint, transfer, remove, contract, promote, train any person as the company deems fit in attaining the object mentioned above.

73. To manufacture steel furniture and fittings, electrical, water, sanitary and gas fitting, heating, cooling and refrigeration appliances, tubular fitting, household appliances, hard wares, art wares, novelties and decorative articles.
- \*74. To provide financial services, act as merchant bankers, management consultants, financial advisors and consultants, portfolio managers, registrars and share transfer agents, to deal and trade in all kinds of securities, apply and hold stock exchanges membership and undertake broking activities, establish mutual funds and venture capital funds and to act as Asset Management Company, act as money exchanger and foreign exchange dealers.
- \*75. To carry on the business of leasing, hire-purchase financing, bill discounting, short term lending, export & import financing, bridge financing, project financing and to provide all kinds of financial assistance for all types of industries, commercial and service enterprises.
- IV. The Liability of the members is Limited.
- \*\*V. The Authorized Share Capital of the Company is Rs. 36,00,00,000 (Rupees Thirty Six Crores only) divided into 2,00,00,000 (Two Crore ) Equity Shares of Rs. 10/- (Rupees Ten only) each and 1,60,00,000 (One Crore Sixty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten only) each.

*\*Clauses 74 & 75 added as per special resolution passed in Extraordinary General Meeting held on 30th March, 1995*

*\*\*As Per the Ordinary Resolution by the Members of the Company by way of postal ballot, results of which were declared on 5<sup>th</sup> March, 2008, the Authorized Share Capital of the Company is increased from Rs. 26,80,00,000/- (Rupees Twenty Six Crores Eighty lacs only) to Rs.36,00,00,000/- (Rupees Thirty Six Crores only).*

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

Sr No	Name, Description, Occupation and address of Subscribers	Number of Equity Shares taken by each subscriber	Signature of subscriber	Signature of Witness with address and occupation
1.	RAM RICHPAL AGARWAL S/o Late Rameshwar Das Aggarwal 62A, Peddar Road, Bombay -26 (Industrialist)	100 (One Hundred)	sd/-	<p>I hereby witness all the signatories to the Memorandum of Association</p> <p>sd/-</p> <p>(R.K. MEHRA) B.Com. (Hons.) F.C.A. S/o Sh. B. P. Mehra 505, Chiranjiv Tower, Nehru Place, New Delhi - 110 019 Chartered Accountant</p>
2.	FAQUIR CHAND SINGHAL S/o Sh. Hazari Lal Singhal 1117, Sector -15, Faridabad (Industrialist)	100 (One hundred)	sd/-	
3.	JAGDISH PARSHAD S/o Late Rameshwar Das Aggarwal 6/1A, Maira Street, Calcutta - 17 (Industrialist)	100 (One hundred)	sd/-	
4.	SUSHIL BINDAL S/o Sh. Phool Chand Bindal 4, Virindavan Flats, Ghod Dod Road, Surat (Industrialist)	100 (One hundred)	sd/-	
5.	SURENDRA KUMAR ARYA S/o Ram Richhpal Aggarwal B-60, Greater Kailash, Part-1 New Delhi - 48 (Industrialist)	100 (One hundred)	sd/-	
6.	JITENDRA ARYA S/o Sh. Phool Chand Bindal Presidency Apartments, Ghod Dod Road, Surat (Industrialist)	100 (One hundred)	sd/-	
7.	RAVINDRA ARYA S/o Late Kanhaiya Lal Arya 6-C, Ravites, Opp. Lourdes Convent, Athwa Lines, Surat (Industrialist)	100 (One hundred)	sd/	
	TOTAL	700 (Seven hundred) Equity Shares		

Place : DELHI

Dated the 12<sup>th</sup> day of JANUARY, 1990

**THE COMPANIES ACT, 1956**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**\*ARTICLES OF ASSOCIATION**  
**OF**  
**\*\*AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED**

1. The regulations contained in Table A to the Companies Act, 1956 shall not apply to the Company.

**INTERPRETATION**

2. In these Regulations unless the context otherwise require:
  - (a) 'the Company' or 'this Company' means \*AUTOMOTIVE STAMPINGS AND ASSEMBLIES LIMITED.
  - (b) 'the Act' means the 'Companies Act, 1956 and every statutory modification or re-enactment thereof for the time being in force.
  - (c) 'Abridged prospectus' means a memorandum containing such salient features of a prospectus as may be prescribed.
  - (d) 'Beneficial Owner' means a person who opts to hold his securities with a Depository and whose name is recorded as such with a Depository.
  - (e) 'Board of Directors' or 'Board', in relation to a company, means the Board of directors of the Company.
  - (f) 'Board' means the Securities and Exchange Board of India established under provisions of section 3 of the Act.
  - (g) 'Composite issues' means an issue of securities by a listed company on a public-cum-rights basis offered through a single offer document wherein the allotment for both public and rights components of the issue is proposed to be made simultaneously.
  - (h) 'Depository' has the same meaning as in the Depositories Act, 1996 (22 of 1996).
  - (i) 'Designated stock exchange' means a stock exchange in which securities of the company are listed or proposed to be listed and which is chosen by the company for purposes of a particular issue as per SEBI guidelines.

***\*Articles of Association substituted in the Annual General Meeting held on 15th July, 2009.***

***\*\*As per the Special Resolution Passed in the Thirteenth Annual General Meeting held on 30th June, 2003, the name of the Company is changed from "JBM Tools Limited" to "Automotive Stampings and Assemblies Limited".***

- (j) 'Director' includes any person occupying the position of director, by whatever name called.
- (k) 'Dividend' includes any interim dividend.
- (l) 'Information memorandum' means a process undertaken prior to the filing of a prospectus by which a demand for the securities proposed to be issued by a company is elicited, and the price and the terms of issue for such securities is assessed, by means of a notice, circular, advertisement or document.
- (m) 'Listing' shall mean the listing of any part of the share capital of the Company on a recognized Stock Exchange.
- (n) 'Manager' means an individual (not being a managing agent) who, subject to the superintendence, control, and direction of the Board of directors, has the management of the whole, or substantially the whole, of the affairs of a company and includes a director or any other person occupying the position of a manager, by whatever name called and whether under a contract of service or not.
- (o) 'Member' or shareholder shall have the meaning assigned thereto by clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 for the purpose of dematerialization of the Companies Equity Shares.
- (p) 'Officer in default' in relation to any provision referred to in section 5, has the meaning specified in that section.
- (q) 'Person' shall mean and include an individual, an association, a corporation, a partnership, a joint venture, a venture capital fund, a trust, an unincorporated organization/association or body corporate wherever incorporated or situated, a joint stock company or other entity or organization, including a government or political subdivision, or an agency or instrumentality thereof and/or any other legal entity and where the context so requires, includes a reference to that Person's legal personal representatives and successors.
- (r) 'Postal ballot' includes voting by shareholders by postal or electronic mode instead of voting personally by being present for transacting businesses in a general meeting of the Company.
- (s) 'Prospectus' means notice, circular, advertisement, or other document inviting offers from the public for the subscription or purchase of any shares in, or debentures of a body corporate.
- (t) 'Relative' means with reference to any person, any one who is related to such person in any of the ways specified in section 6, of the Act and no others.
- (u) 'Securities' means securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956 and includes hybrids.

- (v) 'Subsidiary company' or subsidiary means a company within the meaning of section 4 of the Act.
- (w) 'these Regulations' means these Articles of Association as originally framed or as altered, from time to time.
- (x) 'the office' means the Registered Office for the time being of the Company.
- (y) 'the seal' means the common seal of the Company.
- (z) Words imparting the singular shall include the plural and vice versa, words imparting the masculine gender shall include the feminine gender and words imparting persons shall include bodies corporate and all other persons recognized by law as such.
- (aa) 'month' and 'year' means a calendar month and a calendar year respectively.
- (bb) Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- (cc) Unless the context otherwise requires, the words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof, in force at the date at which these regulations become binding on the Company.

### **PUBLIC COMPANY**

- 3. The Company is a Public Company.

### **SHARE CAPITAL**

- 4. The Authorised Share Capital of the Company is as mentioned at Clause V of the Memorandum of Association of the Company .

#### **Increase of capital**

- 5. The Company may from time to time, by ordinary resolution increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall specify.

#### **Further issue of capital**

- 6. (1) 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, the Board decides to increase the subscribed capital of the Company by allotment of further shares, then:-
  - (i) subject to any directions to the contrary which may be given by the Company in General meeting and subject only to those directions, such further shares shall be offered to the persons who, at the date of



the offer, are holders of the equity shares of the Company, in proportion as nearly as circumstances admit to the capital paid upon those shares at that date;

- (ii) the offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted will be deemed to have been declined;
  - (iii) unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person, and the notice referred to in clause (ii) shall contain a statement of this right;
  - (iv) after the expiry of the time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given, if he declines to accept the shares offered, the Board may dispose them of in such manner as it thinks most beneficial to the Company.
- (2) Notwithstanding anything contained in clause (1) hereof the further shares therein referred to may be offered to any persons [whether or not those persons include the persons referred to in clause (1)] in any manner whatever either:
- (a) If a special resolution to that effect is passed by the Company in general meeting, or
  - (b) Where no such special resolution is passed, if the votes cast (whether on show of hands or on poll, as the case may be) in favour of the proposal contained in the resolution moved in that general meeting by members who, being entitled to do so, vote in person or, where proxies are allowed, by proxies exceed the votes, if any cast against the proposal by members so entitled and voting and the Central Government is satisfied, on an application made by the Board in this behalf that the proposal is most beneficial to the Company.
- (3) Nothing in clause (1) and (2) of the Article shall apply to the increase of the subscribed capital caused by exercise of option attached to debentures issued or loans raised by the Company or to subscribe for shares in the company in the cases permitted by sub-clause (b) of sub-section (3) of Section 81 of the Act.

#### **Buy Back of Shares**

7. Subject to these articles and provisions of Sections 77A, 77AA, 77B and 217 (2B) of the Act and other applicable provisions, if any, of the Act, the Company, may from time to time by special resolution, buy back its shares or other specified securities.

### **Consolidation and sub-division**

8. The Company may, by ordinary resolution in general meeting;
- (a) consolidate and divide all or any of its capital into shares of larger amounts than its existing shares;
  - (b) sub-divide its shares or any of them, into shares of smaller amounts than originally fixed by the Memorandum, subject nevertheless to the provisions of the Act and these articles;
  - (c) cancel any share which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

### **Reduction of capital**

9. The Company may, by special resolution and on compliance with the provisions of Section 100 to 105 of the Act, reduce its share capital and any capital reserve fund or share premium account.

### **SHARES TO BE UNDER THE CONTROL OF THE BOARD**

10. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions and at such time as they think fit and (subject to the provisions of Sections 78 and 79 of the Act), either at a premium or at par or at discount.

### **ACCEPTANCE OF SHARES**

11. Any application signed by or on behalf of an applicant for shares in the Company, followed by allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the register shall, for the purposes of the Articles, be a member.

### **ISSUE OF REDEEMABLE PREFERENCE SHARES**

12. (1) Subject to Section 80 and 80 A of the Companies Act, 1956, a company limited by shares may issue preference shares which are or at the option of the company are liable to be redeemed.
- (2) The Company may in a general meeting obtain consent of the preference shareholders to modify the terms and conditions of such issue.

### **VARIATION OF SHAREHOLDERS RIGHTS**

13. (1) Where the share capital of a company is divided into different classes of shares, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution

passed at a separate meeting of the holders of the issued shares of that class-

- (a) if provision with respect to such variation is contained in the memorandum or articles of the company, or
- (b) in the absence of any such provision in the memorandum or articles, if such variation is not prohibited by the terms of issue of the shares of that class.

#### **COMMISSIONS FOR PLACING SHARES AND BROKERAGE**

- 14. (1) The Company may exercise the powers of paying commissions conferred by Section 76 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Section.
- (2) The commission may be satisfied by payment in cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.
- (3) The Company may also, on any issue of shares, pay such brokerage as may be lawful.

#### **TITLE TO SHARES**

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

#### **SHARE CERTIFICATE(S)**

##### **Members right to certificates**

- 16. (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within three months after allotment of any security or within two months after the application for registration of transfer of any security (or within such other period as the conditions of issue shall provide).

##### **Certificate of shares under common seal**

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

##### **Renewal and issue of duplicate share certificate**

- (3) A certificate may be renewed or a duplicate of a certificate may be issued if such certificate-
  - (a) is proved to have been lost or destroyed.

- (b) having been defaced or mutilated or torn is surrendered to the Company.

#### **Certificate to be delivered to first named holder**

- (4) 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.

#### **Fees on certificates**

- (5) The Company agrees, that it will not charge any fees exceeding those which may be agreed upon with the Stock Exchange, except where such sub-division is required to be made to comply with statutory provisions or an order of a competent court of law.

#### **Shares held by a Depository**

- (6) Section 83 regarding numbering of shares, shall not apply to the shares held by a depository.

### **FRACTIONAL SHARES**

#### **Conversion of fractional certificates into Share certificates**

- 17. (a) The Company may issue such fractional certificates as the Board may approve in respect of any of the shares of the Company on such terms as the Board thinks fit, as to the period within which the fractional certificates are to be converted into share certificates.

#### **Preferential allotment of one share against fractional share**

- (b) Shareholders entitled to fractional shares would be given preferential allotment of one additional equity share each if they apply for additional equity share.

#### **Cash equivalent for fractional share**

- (c) In case certificates including fractional shares are issued, the stockholder would receive one share and the cash equivalent for the fractional share.

### **DEMATERIALISATION OF SECURITIES**

#### **18. Option to dematerialize securities**

- (1) Notwithstanding anything contained in these Articles, the Company shall in accordance with the provisions of the Depositories Act, 1996, SEBI Act, 1992, and other applicable provisions under other statutes if any, be entitled to dematerialize its securities and to offer the same for subscription in a dematerialized form and on the same being done, the Company shall maintain a register of members/debenture holders holding shares / debentures both in material and/or dematerialized form, in any media as

permitted by law including any form of electronic media either in respect of existing shares or any future issue.

#### **Option to shareholders**

- (2) Every person subscribing the securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is a beneficial owner of the securities can at any time opt out of the depository, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.

#### **Rights of depositories and beneficial owners**

- (3) Rights of Depositories and beneficial owners shall be as stated in the Companies Act, 1956, Depositories Act, 1996 and as mentioned in the SEBI Act, 1992.

#### **LIEN**

19. (1) The Company shall have a first and paramount lien-
- (a) on every share (not being fully-paid share) for all monies (whether presently payable or not) called or payable at a fixed time or otherwise in respect of the shares, and
  - (b) on all shares (not being fully-paid share) standing registered in the name of one person or more, for all monies payable presently or otherwise, payable by anyone or more of holders thereof or his or their estate.

The Company's lien, if any, on a share shall extend to all dividend payable thereon.

#### **POWER OF SALE IN EXERCISE OF LIEN**

##### **Enforcement of lien on shares**

20. (1) The Company may sell, in such manner as the Board thinks fit, any share on which the Company has a lien provided that no sale shall be made:-
- (a) unless a sum in respect of which the lien exists is presently payable; or
  - (b) until the expiration of thirty days after a notice in writing demanding payment of such part of the amount, in respect of which the lien exists as is presently payable, have been given to the registered holder for the time being of the share or the person entitled thereto, by reason of his death or insolvency and stating that amount so demanded if not paid within the period specified at the Registered Office of the Company, the said shares shall be sold.

### **Validity of sale under Article 21**

- (2) To give effect to any such sale, the Board may:
  - (i) authorize some person to transfer the shares sold to the purchaser thereof.
  - (ii) The purchaser shall be registered as the shareholder of the 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 share be affected by any irregularity or invalidity in the proceedings in reference to the sale.

### **Application for proceeds of sale**

- (3) The proceeds of the sale shall be:
  - (a) received by the Company and applied in payment of the whole or a part of the amount in respect of which the lien exists as is presently payable.
  - (b) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares at the date of sale, be paid to the person entitled to the shares at the date of the sale.

## **CALLS ON SHARES**

### **Notice of calls**

- 21. (1) The Board may, from time to time:
  - (i) make calls upon the members in respect of money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
  - (ii) Each member shall, subject to receiving at least thirty days notice specifying the time or times and place of payment of the call money pay to the Company at the time or times and place so specified, the amount called on his shares.
  - (iii) A call may be revoked or postponed at the discretion of the Board.

### **Calls to date from resolution**

- (2) A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed.

### **Liability of joint holders**

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

### **When interest on call or installment payable**

- (4) (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate of interest as the Board may determine. Call money may be required to be paid by installments.
- (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.

### **Amount payable of fixed times payable as calls**

- (5) (1) Any sum which by the terms of issue of a share become payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (2) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

### **Calls in advance**

- (6) Subject to the provisions of Section 92 and 292 of the Act, the Board:-
- (a) may, if it thinks fit, receive from any member willing to advance all or any part of the money uncalled and unpaid upon any shares held by him: and
- (b) If it thinks fit, may pay interest upon all or any of the moneys advanced on uncalled and unpaid shares (until the same would but for such advance become presently payable) at such rate not exceeding, unless the Company in general meeting shall otherwise direct, 9% (nine percent) per annum or as may be prescribed by the Act, and as may be agreed upon between the Board and the members paying the sums or advances, money so paid in advance shall not confer a right to dividend or to participate in profits.

### **Proof on trial of suit for money due on shares**

- (7) On the trial or hearing of any suit or proceedings brought by the Company against any member or his representatives to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of members of the Company as a holder or one of

the holders of the number of shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who resolved to make any call, nor that a quorum of Directors was present at the Board Meeting at which any call was resolved to be made, nor that the meeting at which any call was resolved to be made was duly convened or constituted nor any other matter, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

#### **Part payment or any indulgence not to preclude forfeiture**

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

### **TRANSFER OF SHARES**

#### **Register of Transfer**

- 22. (1) The Company shall keep a 'Register of Transfers', and therein shall fairly and distinctly enter particulars of every transfer or transmission of any share.

#### **Form of Transfer**

- (2) The instrument of transfer of any share shall be in writing and in the form prescribed by the Act and shall be duly stamped and delivered to the Company within the prescribed period.

#### **To be executed by transferor and transferee**

- (3) Every such instrument of transfer shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

#### **Notice of transfer**

- (4) The instrument of transfer shall be in writing and all the provisions of Section 108 of the Companies Act, 1956 and of any modification thereof for the time being shall be complied with in respect of all transfers of shares and registration thereof.
- (5) Unless the Directors decide otherwise, when an instrument of transfer is tendered by the transferee, before registering any such transfer, the Directors shall give notice by letter sent by registered post acknowledgment due to the registered holder that such transfer has been lodged and that unless objection is taken the transfer will be registered. If such registered holder fails to lodge an objection in writing at the office within twenty one days from the posting of such notice to him, he shall be deemed to have



admitted the validity of the said transfer. Where no notice is received by the registered holder, the Directors shall be deemed to have decided not to give notice and in any event the non-receipt by the registered holder of any notice shall not entitle him to make any claim of any kind against the Company or the Directors in respect of such non-receipt.

#### **Directors may refuse to register transfers**

- (6) Subject to the provisions of Section 111 of the Act and Section 22A of the Securities Contracts (Regulations) Act, 1956, the Board may on behalf of the Company and its own absolute and uncontrolled discretion and without assigning any reason refuse to register or acknowledge any transfer of shares or the transmission by operation of law of the rights to any shares or interest of a member of the Company, but in such case the Company shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send notice of such refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be, giving reasons for such refusal provided however that the registration of a share shall not be refused on the ground of the transferor being either alone or jointly with any other person or person indebted to the Company on any account whatsoever, except where the Company has a lien on the shares.

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

- (7) The Board may also decline to recognize any instrument of transfer unless-
- (a) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make transfer; and
  - (b) the instrument is in respect of only one class of shares.

#### **Destruction of expired share transfer forms**

- (8) All instruments of transfer which shall be registered shall be in common form as may be prescribed by the Government or Stock Exchanges from time to time and shall be retained by the Company, but may be destroyed upon the expiration of such period as the Board may from time to time determine. Any instrument of transfer which the Board declines to register shall (except in any case of fraud) be returned to the person depositing the same.

#### **Closure of transfer books**

- (9) The registration of transfers may be suspended at such times and for such periods as the Board may, from time to time, determine, provided that such registration shall not be suspended for more than forty-five days in the aggregate in any year or for more than thirty days at any one time.

### **Waiver of fees**

- (10) There shall be no charge for:
- (i) registration of shares or debentures;
  - (ii) sub-division and/or consolidation of shares and debenture certificates and sub-division of Letter of Allotment and split, consolidation, renewal and pucca transfer receipts into denominations corresponding to the market unit of trading;
  - (iii) subdivision of renounceable Letters of Rights;
  - (iv) Issue of new certificates in replacement of those which are decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilized;
  - (v) registration of any Powers of Attorney, Letter of Administration and similar other documents.

### **TRANSMISSION OF SHARES**

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

- (7) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.
- (8) On the transfer of the share being registered in his name a person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he was the registered holder of the share and that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company;
- (9) Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of the share, until the requirements of the notice have been complied with.
- (10) The Company shall incur liability whatever in consequence of its registering or giving effect, to any transfer of share made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto, in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but the Company though not bound to do so, shall be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

#### **FORFEITURE OF SHARES**

- 24. (1) If a member fails to pay any call or installment of a call, on the day appointed for payment thereof, the Board may at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
- (2) The notice aforesaid shall:-
  - (a) name a further day (not earlier than the expiry of 30 (thirty) days from the date of service of notice) on or before which the payment required by the notice is to be made; and

- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made, will be liable to be forfeited.
- (3) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the date of forfeiture, which shall be the date on which the resolution of the Board is passed forfeiting the shares.
- (4)
  - (1) A forfeited share may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit.
  - (2) At any time before a sale or disposal, as aforesaid, the Board may annul the forfeiture on such terms as it thinks fit.
- (5)
  - (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at date of forfeiture, were presently payable by him to the Company in respect of the shares together with interest thereon from the time of forfeiture until payment at the rate of 9% (nine) percent per annum or as may be prescribed by the Act, from time to time.
  - (2) The liability of such person shall cease if and when the Company shall have received payments in full of all such money in respect of the shares.
- (6)
  - (1) A duly verified declaration in writing that the declarer is a director or the secretary of the Company and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share.
  - (2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off.
  - (3) The transferee shall thereupon be registered as the holder of the share.
  - (4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- (7) The provisions of these regulations as to forfeiture shall apply, in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

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

### **CONVERSION OF SHARES INTO STOCK**

25. The Company may by an ordinary resolution:-

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

Provided the Board may, from time to time, fix the minimum amount of stock transferable, however, such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (d) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regard dividends voting and meeting of the Company, and other matters, as if they held the shares

from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

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

## **GENERAL MEETINGS**

### **26. Ordinary/General Meetings**

- (1) The Company shall hold an Annual General Meeting once a year in accordance with the provisions of the Act. All meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

#### **Calling of Meetings**

- (2) The Board may, whenever it thinks fit call an Extra-ordinary General Meeting. The Board of Directors of the Company shall on the requisition of such member or members of the Company as is specified in sub-section (4) of Section 169 of the Act, forthwith proceed to call an Extraordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all the provisions of section 169 of the Act shall apply.

#### **21 Days Notice**

- (3) Except in case where, by provisions contained in the Act, and compulsorily applicable to this Company, notice for a longer period is required, at least 21 days notice (exclusive of the day on which the notice is issued but inclusive of the day for which the notice is given) specifying the place, the day and the hour of the meeting shall be given but the accidental omission to give notice by any person to whom it be given shall not invalidate the proceedings at the General Meeting, subject to section 171 and 190 of the Act. A meeting may be convened by giving a short notice with the unanimous written consent of all shareholders.

#### **Details of business to be given**

- (4) Except as provided in Section 173 of the Act, all business at all general meetings shall be deemed special. Where any item of business to be transacted at a meeting is special as aforesaid, there shall be annexed to the notice of the meeting a statement, giving material facts concerning such items of business including in particular, the nature and extent of interest, if any, therein of every Director, if any, or the Manager, if any, unless already disclosed pursuant to SEBI and section 299 (3) of the Act.
- (5) No General Meeting, Annual or Extraordinary, shall be competent to enter upon, discuss or transact any business which has not been stated in the notice for which it was convened or called.

## **PROCEEDING AT GENERAL MEETINGS**

### **Quorum**

27. (1) No business shall be transacted at any General Meeting, unless a quorum of members is present at the time when the meeting proceed to business.
- (2) Save as otherwise provided in Section 174 of the Act, a minimum of five members present in person shall be a quorum. A body corporate, being a member shall be deemed to be personally present if it is represented in accordance with Section 187 of the Act.

### **Chairman**

- (3) The Chairman, if any, of the Board shall preside as Chairman at every General Meeting of the Company.
- (4) If there is no such Chairman or if he is not present within fifteen minutes of the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting.
- (5) If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 (fifteen) minutes of the time appointed for holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting.
- (6) No business shall be discussed at any General Meeting except the election of a Chairman, while the chair is vacant.
- (7) The Chairman with the consent of any meeting may and shall if so directed by the meeting adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Subject to the provisions of the Act it shall not be necessary to give any notice of an adjournment of the date, the time or the place of the adjourned meeting of the business to be transacted thereat.
- (8) When a meeting is adjourned for thirty days or more, fresh notice of the adjourned meeting shall be given as in the case of an original meeting.
- (9) Before or on the declaration of the voting on any resolution on a show of hands a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than fifty thousand rupees has been paid-up. The demand for a poll may be withdrawn at any time by the person or persons who make the demand.

- (10) 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**

28. (1) Subject to any rights or restrictions for the time being attached to any class or classes of shares:-
- (a) on a show of hands, every member present in person shall have one vote; and
  - (b) on a poll, the voting rights of members shall be as laid down in Section 87 of the Act.
- (2) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of joint holders stand in the register of members.
- (3) A member of unsound mind or in respect of whom an order has been made by any Court having Jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by his committee or other legal guardian, and any such committee or guardian may on a poll, vote by proxy, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the office not less than 24 hours before the time of holding the meeting or adjourned meeting at which such person claims to vote on poll.
- (4) No member shall be entitled to vote at any General Meeting unless all calls, and other sums presently payable by him in respect of shares in the Company or in respect of shares on which the Company has exercised any right of lien, have been paid.
- (5) (1) No objection shall be raised to the qualification of any voter, except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
- (2) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision thereon shall be final and conclusive.

### **PROXIES**

29. (1) A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint any other person, whether a member or not, as his proxy to attend, speak and vote instead of himself, both on show of hands and a poll.
- (2) A proxy need not be a member of the Company or a person approved by the Board of Directors.



- (3) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notary certified copy of that power or authority shall be deposited at the registered office of the Company, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated valid.
- (4) An instrument appointing a proxy shall be in either of the forms in Schedule IX to the Act or in a form as near thereto as circumstances admit.
- (5) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given, if no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **POSTAL BALLOT**

30. The Company may pursuant to the provisions of section 192 A of the Act get any resolution passed by means of a postal ballot, instead of transacting the business in General Meeting of the Company, as the Board of Directors deem fit.

#### **BOARD OF DIRECTORS**

##### **Number**

31. The Board of the Company shall consist of not less than three and not more than twelve Directors including the Directors nominated by financial institutions, banks and debenture holders if any.

##### **Promoter's Representatives**

32. The Board is empowered to appoint persons to represent Promoters with regard to their respective shareholding.

##### **First Directors**

33. The following shall be the first directors of the Company:
  1. FAQUIR CHAND SINGHAL
  2. SUSHIL BINDAL
  3. SURENDRA KUMAR ARYA

##### **Qualification Shares**

34. The Directors of the Company shall not be required to hold any qualification shares.

### **Nominee Director**

35. The Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, or corporation that he or it shall have the right to appoint his or its nominees on the Board of Directors of the Company upon such terms and conditions as the Company may deem fit. The Corporation, firm or person shall be entitled, from time to time, to remove any Director or Directors and appoint another or other in his or their places. The Directors so appointed shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

### **Retirement by Rotation**

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

### **Additional Directors**

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

### **Casual Vacancies**

38. The Directors may appoint any person to fill a casual vacancy on the Board. A person appointed as a Director to fill a casual vacancy on the Board shall hold office only upto the date the original director would have held office i.e. for the unexpired term of the original director when he shall retire but may be reappointed by the Company in the said meeting.

### **Alternate Directors**

39. Subject to the provisions of Section 313 of the Act, the Board of Directors shall have power to appoint an alternate Director to act for a Director during his absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held.

### **Debenture Director**

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

by rotation, and he shall not be counted in determining the number of retiring Directors.

41. A Director may be or become a Director of any company promoted by the company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as director or shareholder of such company. Such Director before receiving or enjoying such benefits in cases in which the provisions of Section 314 of the Act are attracted will ensure that the same have been complied with.
42. Every nomination, appointment or removal of a Special Director shall be in writing and in accordance with the rules and regulations of the government, corporation or any other institution. A Special Director shall be entitled to the same rights and privileges and be subject to same obligations as any other Director of the Company.

### **REMUNERATION OF DIRECTORS**

43. (1) The remuneration of a Director for his services for attending a Board Meeting or a Committee constituted by the Board shall be a sum as may be fixed by the Directors in accordance with the limits as may be prescribed by the Central Government from time to time.
- (2) Subject to the provisions of sections 309, 310 and 314 of the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in General Meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination, shall be divided among the Directors equally or if so determined paid on a monthly basis.
- (3) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.
- (4) Subject to the provisions of sections 198, 309, 310 and 314 of the Act, if any Director be called upon to perform any extra services or make special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors) the Board may pay such Director special remuneration for such extra services or special exertions or efforts either by way of a fixed sum or by percentage of profit or otherwise and may allow such Director at the cost and expense of the Company such facilities or amenities (such as rent free house, free medical aid and free conveyance) as the Board may determine from time to time.

### **SITTING FEES**

44. (i) Subject to the Act, such of the Directors as the Board may decide, may be paid such remuneration as may be decided by the Board in conformity with the Act for any services rendered. Such remuneration shall not be a percentage of net profits of sales or any other measure of the Company's business.

- (ii) The Directors may be paid all traveling, hotel and other expenses properly and actually incurred by them in attending meetings of the Board of Directors or any adjourned meeting thereof or General Meetings of the Company or any adjourned meeting thereof or any Committee thereof or to attend to some other business of the Company and return to their usual residence or to the place from where they come to attend such meeting for business of the Company.

### **VACANCY OF DIRECTORS**

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

- (i) If he is disqualified under section 274 of the Act;
- (ii) on the happening of any of the events provided for in Section 283 of the Act;
- (iii) on contravention of the provisions of Section 314 of the Act, or any statutory modification thereof;
- (iv) If a person is a Director in excess of the limits prescribed under section 275 to 278 of the Act.
- (v) In the case of Alternate Director on return of the Original Director to the State, in terms of Section 313 of the Act; or
- (vi) on resignation of his office by notice in writing.

### **PROCEEDINGS OF THE BOARD**

#### **Meeting of Directors**

46. The Directors may meet together for the dispatch of business, adjourn and other wise regulate their meetings and proceedings as they think fit. A Board meeting may also be held by teleconference or video conferencing and/or the presence of a Director at a meeting may be recorded if he is present over telephone or video conferencing, if such meeting or presence, as the case may be, is not contrary to law.

#### **Frequency of meetings**

47. Meetings of the Board shall take place at least four times a year, and at least one meeting should be held in each quarter.

#### **Notice of Board meetings**

48. Not less than seven days written notice of every meeting of the Board shall be given to every Director whether in India or outside India. In the case of a director residing outside India notice of such meeting shall be sent to him either by mail, telefax, e-mail at his usual address outside India and also at his address if any, in India. A meeting of the Board may be called by shorter notice with the unanimous consent of all directors. The notice shall set out in reasonable detail all business

to be conducted at the meeting to be approved at the meeting. Unless objection is made by a director at the meeting, these requirements shall be deemed to have been complied with.

### **Quorum**

49. (i) 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 shall be the quorum during such time, provided such number is not less than two.

Adjournment of meeting for want of quorum

- (ii) If a meeting of the Board could not be held for want of quorum, then the meeting shall stand adjourned to such other time, date and place as may be fixed by the directors present not being later than fifteen days from the date originally fixed for the meeting.

### **Questions at Board meeting –how decided**

50. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of vote.

### **Vacancy in Board**

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

### **Chairman of Board meetings**

52. (1) The Board may elect one of its members as Chairman of its meetings and determine the period for which he is to hold office as such.
- (2) If no such Chairman is elected or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be Chairman of the meeting.

### **Committees of Board**

53. (i) Subject to the restrictions contained in Section 292 and 293 of the Act, the Board may delegate any of its powers to committees of the Board consisting of such member or members of its body as it thinks fit and it may, from time to time, revoke such delegation and discharge any such committee of the Board either wholly or in part and either as to persons or purposes, but every committee of the Board so formed shall in the exercise

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

- (ii) The meetings and proceedings of any such committee of the Board, consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
54. A committee may elect a Chairman of its meetings and if no such chairman is elected or if at any meeting the chairman is not present within five minutes of the time appointed for holding the meeting, the members present may choose one of their members to be chairman of the meeting.
55. (1) A committee may meet and adjourn as it thinks proper.
- (2) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present.
56. All acts done by any meeting of the Board or by a committee thereof, or by any person acting as a director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment 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 in these Articles, be as valid as if every such person had been duly appointed was qualified to be a director and had not vacated his office or his appointment had been terminated, provided that nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have terminated.

#### **Resolution by circulation**

57. A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, if the resolution has been circulated in draft together with the necessary papers, if any, to all directors or to all the members of the Committee then in India, (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be) and to all other directors or members of the Committee at their usual address in India and has been approved by such of the Directors or members of the Committee as are then in India or by a majority of such of them as are entitled to vote on the resolution, subject to the provision that each of the Directors nominated by Promoters namely Tata AutoComp Systems Limited (TACO) and GESTAMP, form part of such majority.

**MANAGING DIRECTOR(S), WHOLE TIME DIRECTOR(S)  
AND EXECUTIVE DIRECTOR(S)**

**58. Powers to appoint Managing Director/s, Whole Time Director/s, Executive Director/s**

- (i) Subject to provisions of sections 197A, 267, 269, 288, 316 and 317 of the Act, the Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors or Whole Time Director/s or Executive Director/s of the Company, for a period not exceeding 5 (five) years at a time and on such terms and conditions as the Board may think fit and may from time to time (subject to the terms of any agreement entered into between him or them and the Company) remove or dismiss him or them from the office and appoint another or others in his or their place or places.

**Remuneration of Managing Director/s, Whole Time Director/s, Executive Director/s**

- (ii) Subject to the provisions of sections 198, 309, 310 and 311 of the Act, a Managing Director/s or Whole Time Director/s or Executive Director/s shall in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.

**Powers of Managing Director/s, Whole Time Director/s, Executive Director/s**

- (iii) Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in section 292 thereof, the Board may from time to time entrust to and confer upon Managing Director/s or Whole Time Director/s or Executive Director/s for the time being, such of the powers of management which would not otherwise be exercisable by him upon such terms and conditions and with such restriction as the Board may think fit, subject always to the superintendence, control and direction of the Board and the Board may, from time to time, revoke, withdraw, alter or vary all or any of such powers.

**Special position of Managing Director/s, Whole Time Director/s, Executive Director/s**

- (iv) Subject to the provisions of the Act, the Managing Director/s, Whole Time Director/s or Executive Director/s appointed, shall not, while he or they continue to hold that office, be subject to retirement by rotation, but his or their appointment shall be automatically determined if he or they cease to be a Director. However, he or they shall be counted in determining the number of retiring Directors.

**Manager**

- (v) Subject to the provisions of the Act, the Board of Directors may appoint a Manager on remuneration and upon such terms and conditions (including any variation or modification thereof) as it may think fit.

## **POWERS OF BOARD OF DIRECTORS**

59. Subject to the restrictions contained in the Act or in these Articles, it is hereby declared that the Directors shall have the following powers that is to say,

- 1) To pay and charge to the capital account of the Company any commission or interest lawfully payable under the provisions of Sections 76 and 208 of the Act or any statutory modification thereof.
- 2) Subject to the provisions of Sections 292 and 297 of the Act or any statutory modification thereof, to purchase or otherwise acquire for the Company any property, rights, privileges which the Company is authorized to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit, and in any such purchase or other acquisition, to accept such title as the Directors may believe or may be advised to be reasonably 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 shares, bonds, debentures, mortgages or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, mortgages, or other securities may be either specially charged upon all or any part of the property of the Company or its uncalled capital or not so charged.
- 4) To secure the fulfillment of any contracts, agreements or engagements 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 purchase or otherwise acquire or dispose of for the Company any immovable property of any tenure and to accept leases or assignments thereof and erect buildings for the works and purposes of the Company at or for such price or consideration and generally on such terms and conditions as they may think fit.
- 6) To purchase or otherwise acquire or dispose of any movable property (including plant, machineries, stores and materials) rights or privileges at or for such price or consideration and generally on such terms and conditions as they may think fit.
- 7) To accept from any member, so far as may be permissible by law, surrender of his shares or any part thereof, on such terms and conditions as shall be agreed.
- 8) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company, or 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.



- 9) 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 or of any claims or demands by or against the Company, and to refer any claims or demands by or against the Company or any differences to arbitration and observe and perform any award made thereon.
- 10) To act on behalf of the Company in all matters relating to the bankrupts and insolvents.
- 11) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.
- 12) To execute all agreements, contracts, receipts and other documents that may be necessary or expedient for the purposes of the Company.
- 13) Subject to the provisions of Section 291 of the Act or any statutory modifications thereof, to invest and deal with moneys of the Company not immediately required for the purposes thereof upon such securities (not being shares of this Company) or without security in such manner as they think fit and from time to time to vary or realize such investments, and to execute all assignments and transfers, receipts and documents that may be necessary or expedient in that behalf; Provided that save as permitted by Section 49 of the Act, or any statutory modification thereof, all investments shall be made and held in the Company's own name.
- 14) To take or otherwise acquire and hold shares in another company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company and to dispose them of.
- 15) 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 mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon.
- 16) To determine from time to time who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividends, warrants, releases, contracts and documents and to give the necessary authority for such purpose.
- 17) 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 officers 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 expenses of the Company.
- 18) To provide for the welfare of Directors or employees or ex-employees of the Company or its predecessors in business and the wives, widows and

families or the dependents or connection of such persons by building or contributing to the building or houses or dwelling or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profits sharing, bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, profit-sharing or other schemes, 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 Directors shall think fit.

- 19) To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or any other institutions, objects or purposes or for any exhibition subject to the provisions of the Companies Act, 1956.
- 20) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper, for depreciation to a Depreciation Fund, General Reserve Fund, Sinking Fund or any special or other fund or funds or account or accounts to meet contingencies, to repay, debentures or debenture-stock, for special dividends, for equalizing dividends, for repairing, improving, extending and maintaining any part of the property of the Company and/or for such other purposes, (including the purposes, referred to in the last two preceding sub-clauses) as the Directors may, in their absolute discretion think conducive to the interest of the Company, and to invest the several sums so set aside or so much thereof as required to be invested upon such investments as the Directors 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 Directors in their absolute discretion think conducive to the interests of Company notwithstanding that the matters to which the Directors apply or upon which they expend the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to divide the Reserve, General Reserve, or the Reserve Fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds or accounts, including the depreciation fund, in the business of the Company or in purchase or repayment of, debentures or debentures-stock and that without being bound to keep the same separate from the other assets, and without being bound to pay or allow interest on the same, with power however, to the Directors at their discretion to pay or allow to the credit of such fund interest at such rate as the Directors may think proper.
- 21) To appoint, and at their discretion remove or suspend such managers, secretaries, officers, assistants, clerks, agents and employees 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, emoluments or remuneration and to require security in such instances and for such amount as they may think fit.
- 22) To comply with the requirements of any local laws which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

- 23) From time to time and at any time, to establish any local board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such local board or any managers or agents and to fix their remuneration.
- 24) Subject to the provisions of Section 292 of the Act or any statutory modification thereof from time to time and at any time, to delegate to any such local board or any member or members thereof or any managers or agents so appointed any of the powers, authorities and discretions for the time being vested in the Board of Directors and to authorize the members for the time being of any such local board or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation under sub-clause (23) or this sub-clause may be made on such terms, and subject to such conditions as the Board of Directors may think fit and the Board of Directors may at any time remove any person so appointed and may annul or vary any such delegation.
- 25) At any time and from time to time, by Power of Attorney to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under the Act or these Articles) and for such period and subject to such conditions as the Board of Directors may, from time to time, think fit and any such appointment may (if the Board of Directors think 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 members, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated, directly or indirectly, by the Board of Directors and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board of Directors may think fit and proper enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.
- 26) Generally subject to the provisions of the Act and these Articles to delegate the powers, authorities and discretions vested in the Directors to any person, firm, company or fluctuating body of persons as aforesaid.
- 27) Subject to the provisions of the Act and these Articles, 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 for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.
- 28) To enter into, carry out, rescind or vary all financial arrangement with any banks, persons, companies or corporations for or in connection with the Company or its business.
- 29) To give to any person employed by the Company as remuneration for his services as such, a commission on the profits of any particular business or

transaction or share of profits which shall be treated as part of the working expenses of the Company.

- 30) To establish, support and subscribe to any charitable or public body or object and any institution, society or club which may be for the benefit of the Company or its employees or ex-employees or may be in connection with any town or place where the Company carries on business or any national or universal object and to give pensions, gratuities or charitable aid to any person who has served the Company or to the wife, children or dependents of such person that may appear to the Directors just or proper whether any such person, his widow, children or dependents have or have not a legal claim upon the Company.
- 31) To establish Branch Offices, subject to the provisions of Section 8 of the Act or any statutory modifications thereof.
- 32) To pay interest out of its capital on so much of shares which were issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provisions of any plant for the Company in accordance with the provisions of Section 208 of the Act.
- 33) To amalgamate or cause itself to be amalgamated with any other person, or body corporate, subject however to the provisions of Section 391 to 394 of the Act and by passing a special resolution at a General Meeting.

#### **BORROWING POWERS**

- 60. Subject to the provisions of sections 58A, 292 and 293 of the Act, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property (both present and future) and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 61. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit and in particular by a resolution passed at a meeting of the Board (and not by circulation) by the issue of debenture or debenture stock of the Company, charged upon all or any of the property of the Company (both present and future), including its uncalled capital for the time being.
- 62. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise, may be made assignable free from any equities between the Company and person to whom the same may be issued on the condition that they shall be convertible into shares of any authorized denomination, and with privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending (but not voting) at general meetings, appointment of Directors and otherwise, provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
- 63. All cheques, promissory notes, drafts, bundles, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company, shall be

signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person and in such manner as the Board may, from time to time, by resolution determine.

### **SECRETARY**

64. Subject to the provisions of Section 383A of the Act, the Board of Directors shall from time to time appoint any individual as Company Secretary who shall possess such qualifications as prescribed under the Act to perform the duties which may be performed by a Company Secretary and on such terms and conditions as the Board may think fit,

### **THE SEAL**

65. (1) The Board shall provide a common seal for the purposes of the Company and shall have power, from time to time to vary or cancel the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the seal for the time being.
- (2) Subject to any statutory requirements as to Share Certificates or otherwise, the seal of the Company shall not be affixed to any instrument except by authority of the Board or Committee of the Board previously given and in the presence of a Director of the Company or some authorized person appointed by the Directors for the purpose. The Company shall, however, comply with Rule 6 of the Companies (Issue of Share Certificates) Rules, 1960 where necessary.
- (3) The Board shall also be at liberty to have an official seal in accordance with Section 50 of the Act, for use in any territory, district or place outside India.

### **DIVIDENDS AND RESERVES**

#### **66. How profits shall be divisible**

- (1) Subject to the rights of the members, entitled to shares (if any) with preferential or special rights attached thereto, the profits of the Company which it shall from time to time be determined as to divide in respect of any year or other period shall be applied in payment of a dividend on the equity shares of Company but so that partly paid-up share shall only entitle the holder with respect thereto to such proportion of the distribution upon a fully paid-up share as the amount paid thereon bears to the nominal amount of such share.
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as having been paid on the share.
- (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid.

### **Declaration of dividends**

- (4) The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interest in the profits and may fix the time for payment.
- (5) No higher dividend shall be declared in General Meeting than is recommended by the Directors in Board Meeting but the Company may declare a lower dividend.
- (6) No dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of section 205 of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both, provided that :
  - (a) if the Company has not provided for depreciation for any previous financial year or years, it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years;
  - (b) if the Company has incurred any loss in any previous financial year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of sub-section (2) of section 205 of the Act or against both.

### **Ascertainment of amount available for dividend**

- (7) The Board may, before recommending any dividend, set aside out of the profits of the Company, such sums, as it may think proper, as reserve or reserves which shall at the discretion of the Board, be applicable for any of the purposes to which the profits of the Company may be properly applied including provision for meeting contingencies or for equalizing dividends, and pending such applications, may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- (8) The Board may also carry forward any profits which it may think prudent not to distribute as dividend, without setting them aside as a reserve.

### **What to be deemed dividends**

- (9) The declaration of the Directors as to the amount of the profits of the Company shall be conclusive.

### **Interim Dividends**

- (10) The Board may, from time to time, pay to the members such interim dividends as in their judgment the position of the Company justifies.

### **Debts may be recovered**

- (11) The Directors may retain dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

### **Transfer must be registered**

- (12) A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

### **Dividends in abeyance**

- (13) (i) Where any instrument of transfer of shares has been delivered to the Company for registration and the transfer of such shares has not been registered by the Company, it shall:
- (ii) transfer the dividend in relation to such share to the special account referred to in Section 205A of the Companies Act, 1956 unless the Company is authorized by the registered holder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and
- (iii) keep in abeyance in relation to such shares any offer of rights shares under clause (a) of Sub-section (1) of Section 81 and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 205 of the Companies Act, 1956.

### **Dividends how to be remitted**

14. (1) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post direct to the registered address of the holder or in case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the first named holder or joint holders may in writing direct.
- (2) Every such cheque or warrant shall be made payable to the order of the person, to whom it is sent.
- (3) No unclaimed dividend or unpaid dividends shall be forfeited and the same shall be dealt with in accordance with the provisions of Section 205A, 205B and 206A or other provision if any of the Companies Act, 1956, as may be applicable from time to time.
15. Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonus or other moneys payable in respect of such share.

No member shall receive dividend whilst indebted to the Company and have right to reimbursement thereof.

16. No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise however either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any member all sums of money so due from him to the Company.

### **ACCOUNTS**

67. (1) The Board shall cause proper books of accounts to be maintained under section 209 of the Act.
- (2) The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company or any of them, shall be open to the inspection of members not being Directors.
- (3) Subject to provisions of section 208A of the Act, no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by law or authorized by the Board or by the Company in General Meeting.

### **BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**

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

### **AUDIT**

69. (1) The first auditor of the Company shall be appointed by the Board of Directors within one month after its incorporation who shall hold office till the conclusion of first Annual General Meeting.
- (2) The Directors may fill up any casual vacancy in the office of the Auditors.



- (3) The remuneration of the auditors shall be fixed by the Company in General Meeting except that remuneration of the first or any auditors appointed by the Directors may be fixed by the Directors.

## **CAPITALISATION**

### **70. Capitalization of reserves**

- (1) Any General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Reserve Fund, or in the hands of the Company and available for dividend or representing premiums received on the issue of shares and standing to the credit of the securities premium account be subject to the provisions of section 78 of the Act, capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full either at par, shares or debentures or debenture stock of the Company which shall be distributed accordingly or towards payment of the uncalled liability on any issued shares or debentures or debenture stock, and such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the paid capitalized sum.

#### **Surplus on realization may be capitalized**

- (2) A General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company, or any investments representing the same or any other undistributed profits of the company not subject to charge for income tax, be distributed among members on the footing that they receive the same as capital.

#### **Fractional certificates**

- (3) For the purpose of giving effect to any resolution under the preceding paragraphs of this Article, the Board may settle any difficulty which arises in regard to the distribution as it thinks expedient and in particular may issue fractional certificates or make payment in cash or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions and fix the value for distributions of any specific assets, and may determine that such cash payments shall be made to pay Members upon the footing of the value so fixed or that fractions of less value than Rs 10 may be disregarded in order to adjust the rights of all parties and may vest any such cash or specified assets in trustees upon such trusts for the persons entitled to the dividend or capitalized fund as may seem expedient to the Board and may authorize any person to enter on behalf of all Members entitled thereto into an agreement with the Company providing for allotment to them respectively, credited as fully paid-up.

## **SECRECY**

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

## **WINDING UP**

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

## **INDEMNITY**

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

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

Sr. No.	Name, Description Occupation and Address of Subscribers	Signature of subscribers	Name, address and description of witness or witnesses
1.	RAM RICHPAL AGARWAL S/o Late Rameshwar Das Aggarwal 62A, Pedder Road, Bombay - 26 (Industrialist)	sd/-	I hereby witness all the signatories to the Memorandum of Association  sd/- (R.K. MEHRA) B.Com. (Hons.) F.C.A. S/o Sh. B.P. Mehra 505, Chiranjiv Tower, Nehru Place, New Delhi - 110 019 Chartered Accountant
2.	FAQUIR CHAND SINGHAL S/o Sh. Hazari Lal Singhal 1117, Sector - 15, Faridabad, (Industrialist)	sd/-	
3	JAGDISH PARSHAD S/o Late Rameshwar Das Aggarwal 6/1A, Maira Street, Calcutta - 17 (Industrialist)	sd/-	
4	SUSHIL BINDAL S/o Sh. Phool Chand Bindal 4, Virindavan Flats, Ghod Dod Road, Surat (Industrialist)	sd/-	
5.	SURENDRA KUMAR ARYA S/o Ram Richhpal Aggarwal B-60, Greater Kailash, Part-1, New Delhi - 48 (Industrialist)	sd/-	
6.	JITENDRA ARYA S/o Sh. Phool Chand Bindal Presidency Apartments, Ghod Dod Road, Surat (Industrialist)	sd/-	
7.	RAVINDRA ARYA S/o Late Kanhaiya Lal Arya 6-C, Ravites, Opp. Lourdes Convent, Athwa Lines, Surat (Industrialist)	sd/-	

Place : DELHI

Dated the 12th day of JANUARY, 1990



IN THE HIGH COURT OF DELHI AT NEW DELHI

Company Petition No. 447 of 2000

DATE OF DECISION: March 19, 2001

In the matter of

JBM Tools Limited  
(Transferor Company)

...Petitioner

Present: Ms. Pallavi S. Shroff and Ms. Manali  
Singhal for the petitioner.  
Mr. S. K. Luthra for the O.L.  
Mr. D. P. Ojha, Dy. O.L. in person.  
Mr. Dinesh Chand, Deputy Registrar for  
Regional Director, Deptt. of Company  
Affairs.

ORDER

This petition is filed under Section 391 to 394 of the Companies Act, 1956 praying for grant of sanction to a Scheme of Arrangement between JBM Tools Limited (Transferor Company) and Precious Estates Limited (Transferee Company). The petitioner herein is JBM Tools Limited (Transferor Company).

The registered office of the petitioner company is at 703-B - 704, Hemkunt Chambers, 89, Nehru Place, New Delhi, within the territorial jurisdiction of this Court.

A copy of the Scheme of Arrangement has been placed on record. The salient features of the Scheme and the circumstances which necessitated the Scheme of Arrangement have been explained in the petition. The petitioner has also placed on record copies of the

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Memorandum and Articles of Association of the petitioner company and the balance sheets of the petitioner company for the periods ending 31st March, 1997, 31st March, 1998 and 31st March, 1999.

The petitioner had filed CA 1297/2000 praying for directions to convene the meetings of the shareholders, secured creditors and unsecured creditors of the petitioner company for the purpose of considering and approving the Scheme of Arrangement. By order dated 14th September, 2000 passed by this Court in CA 1297/2000, directions were given to convene separate meetings of the equity shareholders, secured creditors and the unsecured creditors of the company on 4th November, 2000 for considering and approving the scheme of arrangement. Chairpersons were also appointed by this Court to hold the meetings. In compliance with the directions of the Court, separate meetings of the shareholders, secured creditors and unsecured creditors were held and the Chairpersons appointed by this Court have filed their reports stating that the Scheme of Arrangement was duly approved by the said meetings of the shareholders, secured creditors and unsecured creditors. In the above circumstances, the petitioner has filed the present petition for grant of sanction to the Scheme of Arrangement under Sections 391 to 394 of the Companies Act.

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High Court of Delhi.

Notice of this petition was served on the O.L. attached to this Court and the Regional Director, Department of Company Affairs, Kanpur and both of them have filed reports/affidavits in the matter. Notice was also advertised in one issue of Business Standard (English) and Jansatta (Hindi). However, nobody has filed any objection to the grant of sanction to the Scheme of Arrangement.

In the affidavit filed by the Regional Director, Department of Company Affairs, Kanpur, it is stated that the affairs of the company do not appear to have been conducted in a manner prejudicial to the interest of its members or public interest and that the Central Government has no objection to the proposed Scheme of Arrangement.

However, in the report of the O.L., it has been pointed out that the registered office of the petitioner company is now situated at 703-B - 704, Hemkunt Chambers, 89 Nehru Place, New Delhi, that when the Scheme of Arrangement comes into effect the registered office of the petitioner company will be at GG-71/2 M.I.D.C., Bhosari, Pune and that the petitioner company has not yet filed any application under Section 17 of the Companies Act for confirmation of change of registered office by the Company Law Board. The

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Official Liquidator has also pointed out that the petitioner company proposes to transfer the lease hold lands belonging to M/s Gurera Gas Cylinders Pvt. Limited, Faridabad and Greater Noida Industrial Development Authority to the Transferee Company. According to the O.L., even though the lands had been taken on lease by the petitioner company from the above mentioned owners, the petitioner company has not submitted any no objection certificate from the owners of the land for the transfer of the land. The O.L. suggested that the petitioner company should obtain and produce no objection certificate from the owners of the land.

According to the learned counsel for the petitioner, when the Company Judge grants sanction under Section 391(2) of the Companies Act to a Scheme of Arrangement involving change of registered office of the petitioner company from one state to another state, separate confirmation of the change of registered office by the Company Law Board under Section 17 of the Companies Act is not required. In support of the said contention, learned counsel for the petitioner referred to the judgments in Maneckchowk and Ahmedabad Manufacturing Co. Limited reported in (1970) 40 Company Cases 819 and PMP Auto Industries Limited reported in (1994) 80 Company Cases 289 and Rangkala Investments Limited reported in (1997) 89

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Company Cases 754. Learned counsel for the O.L. also fairly submits that he could not find any statutory provision or judgment which prevents this Court from granting sanction to a Scheme involving change of registered office when confirmation of the change of registered office by Company Law Board has not been obtained under Section 17 of the Companies Act. Having considered the above submissions of the learned counsel in the light of the statutory provisions contained in the Companies Act, 1956, I am of the view that the failure or omission of the petitioner company to apply for and obtain confirmation of change of registered office by the Company Law Board under Section 17 of the Companies Act, cannot stand in the way of granting sanction to the Scheme of Arrangement under Section 391(2) of the Companies Act.

Regarding the non-production of the No Objection Certificate from the owners of the lease hold lands, learned counsel for the petitioner submitted that even in the absence of No Objection Certificate from the owners of the land, this Court was competent to sanction the Scheme of Arrangement even if it envisaged transfer of lease hold lands to the Transferee Company. Learned counsel pointed out that as per the provisions contained in Section 394(1)(b)(i) of the Companies Act, 1956 where an application

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High Court of Delhi,

is made to the Court under Section 391 for the sanction of a compromise or arrangement proposed between a company and any such persons as are mentioned in that Section and it is shown to the Court that under the Scheme, the whole or any part of the undertaking, property or liabilities of any company concerned in the Scheme is to be transferred to another company, the Court may either by the order sanctioning the compromise or arrangement or by a subsequent order make provision for transfer to the Transferee Company of the whole or any part of the undertaking, property or liabilities of any Transferor Company. Learned counsel also pointed out that as per Section 394(2) of the Companies Act, where an order under Section 394 provides for the Transfer of any property or liabilities, then by virtue of the order that property shall be transferred to and vest in, and those liabilities shall be transferred to and become the liabilities of the Transferee Company. Learned counsel further submitted that M/s Gurera Gas Cylinders Pvt. Limited, Faridabad (now known as JBM Industries Ltd.) had given its No Objection and that it would be placed on record. Accordingly the No Objection given by M/s Gurera Gas Cylinders Pvt. Limited, Faridabad for the transfer of the lease hold land to the Transferee Company has been placed on record.

The petitioner has also placed on record a copy

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High Court of

of the lease deed executed between Greater Noida Industrial Development Authority and the petitioner. As per Clause 9(a) of the lease deed, the lessee may, with previous permission in writing of the lessor, transfer the demised premises. As per clause 10 (a) of the said lease deed, whenever the title of the lessee in the demised premises is transferred in any manner whatsoever the Transferor and the Transferee shall within one month of such transfer give notice of such transfer in writing to the lessor. Learned counsel for the petitioner submits that sanction may be granted to the Scheme of Arrangement subject to the condition that the petitioner company will comply with the requirements under the lease deed for transfer of the land owned by the Greater Noida Industrial Development Authority. Learned counsel for the O.L. submits that the O.L. has no objection to the grant of sanction to the Scheme of Arrangement in view of the No Objection given by M/s Gurera Gas Cylinders Limited, Faridabad for the transfer of the lease hold land and the undertaking of the petitioner to comply with the requirements under the lease deed executed between the petitioner and the Greater Noida Industrial Development Authority.

In view of the above submissions made by the learned counsel for the petitioner and the learned counsel

*Examiner*  
Sd/- *[Signature]*  
High Court of Delhi.

for the O.L. and having considered the averments in the petition and the materials placed on record in the light of the provisions contained in the Companies Act, I am of the view that there is no legal impediment to grant sanction to the Scheme of Arrangement. Hence, sanction is hereby granted to the above mentioned Scheme of Arrangement subject to the condition that in respect of the transfer of lease hold land owned by the Greater Noida Development Authority to the Transferee Company the petitioner shall comply with the requirements under the lease deed executed between the petitioner Company and the Greater Noida Industrial Development Authority.

The petition stands disposed of in the above terms.

sd/-

March 19, 2001  
kkb

CYRIAC JOSEPH, J.

EXAMINER  
TRUE COPY  
EXAMINER

Certified to be True Copy

Examiner Judicial Department  
High Court of India  
Authorised Under Section 70  
Indian Evidence Act

45/03/2001  
Examined  
High Court of India  
Dec 10/01

IN THE HIGH COURT OF DELHI AT NEW DELHI  
(ORIGINAL JURISDICTION)  
IN THE MATTER OF THE COMPANIES ACT, 1956  
AND  
IN THE MATTER OF SCHEME OF ARRANGEMENT  
COMPANY PETITION NO.447/2000  
CONNECTED WITH  
COMPANY APPLICATION NO.1297/2000  
IN THE MATTER OF M/s JBM Tools Ltd.  
having its regd. office at  
703B-704, 89, Hemkunt Chambers  
Nehru Place,  
New Delhi - 110 019

.....PETITIONER  
TRANSFEROR COMPANY

AND

COMPANY PETITION NO. 448/2000  
CONNECTED WITH  
COMPANY APPLICATION 1298/2000  
IN THE MATTER OF M/s Precious Estates Ltd.  
having its regd. office at  
703B-704, 89, Hemkunt Chambers  
Nehru Place,  
New Delhi - 110 019

.....PETITIONER  
TRANSFeree COMPANY

BEFORE THE HON'BLE MR. JUSTICE CYRIAC JOSEPH  
DATED THIS THE 19th DAY OF MARCH, 2001

ORDER UNDER SECTION 394

The above petitions for sanction of the Scheme of Arrangement proposed to be made between M/s JBM Tools Ltd. (hereinafter referred to as the Transferor Company) and M/s Precious Estates Ltd. (hereinafter referred to as the Transferee Company) coming on 19/3/2001 for hearing; upon reading the said petitions the order dated 14/9/2000 whereby meetings of shareholders and unsecured creditors of the Transferee Company were dispensed with as they had given their written consent to the scheme of arrangement and Transferor company alone was ordered to convene the separate meetings of its shareholders, Secured and unsecured creditors for the purpose of considering and if thought fit, approving, with or without modification the scheme of arrangement proposed between the said companies annexed to the affidavits of Sh Parashuram Ganesh Date, authorised representative of the Transferor Company and Sh. Naresh

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High Court of Delhi

Kumar Goel, authorised representative of the transferee company filed on 11/9/2000 and newspapers namely (1) Business Standard (English) and (2) Jansatta (Hindi) both dated 11/10/2000 each containing the advertisement of the said notice convening the said meetings directed to be held by the said orders dated 14/9/2000, the affidavit of Sh. Rajesh Gupta filed on 17/11/2000 showing the publication and despatch of notices convening the said meetings, the reports of the Chairman of the said meetings filed on 17/11/2000 as to the result of the said meetings and upon hearing Ms. Pallavi S Shroff and Ms. Manali Singhal, Advocates for the petitioner company Sh. S.K. Luthra, Advocate for the Official Liquidator and Sh. D.P. Ojha, Dy. Official Liquidator and Mr. Dinesh Chand Dy. Registrar for Regional Director and it appearing from the report that the proposed scheme of Arrangement has been approved unanimously without any modification by the said shareholders and secured and unsecured creditors of the Transferor Company present and voting either in person or by proxy, and upon reading the affidavit dated 16/2/2001 of Sh. L.M. Gupta Regional Director Northern Region, Department of Company Affairs, Kanpur on behalf of Central Government stating inter alia that the affairs of the company do not appear to have been conducted in a manner prejudicial to the interest of their members or to public interest and the reports of Sh. Pranab Kumar Acharjee, Official Liquidator dated 22/2/2001 stating therein that the affairs of the Transferor company have not been conducted in a manner prejudicial to the interest of its shareholders or to public interest and there being no investigation proceedings pending against Petitioner companies under Sections 235 to 251; of the Companies Act 1956.

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Examiner Judicial Deptt.  
Court of Delhi.

THIS COURT DOTH HEREBY SANCTION THE SCHEME OF ARRANGEMENT setforth in Schedule-I subject to the condition that in respect of leasehold land owned by the Greater Noida Development Authority, the Transferee Company shall comply with the requirements under the Lease deed executed between transferor company and the Greater Noida Development Authority AND DOTH HEREBY DECLARE the same to be binding on all the shareholders and creditors of the Transferor Company and Transferee Company and all concerned and doth approve the said Scheme of arrangement from the appointed dated i.e. 1/1/2000.

AND THIS COURT DOTH FURTHER ORDER:

1. That all the property subject to the above condition, rights and powers of the Transferor Company specified in Schedule I,II,III,IV & VI of the scheme hereto be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to Section 394(2) of the Company Act, 1956 be transferred to and vest in the transferee company for all the estate and interest of the transferor company therein but subject nevertheless to all charges now affecting the same; and
2. That all the liabilities and duties of the Transferor Company in respect of the transferred undertakings more particularly described in Schedule-I of the scheme and in respect of the rights and powers described in schedules II,III,IV and VI of the Scheme be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to Section 394(2) of the Companies Act, 1956 be transferred to and become the liabilities and duties of the Transferee Company; and

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**Examiner Judicial Deptt:  
High Court of Delhi**

3. That all proceedings now pending by or against the Transferor Company in respect of the Transferred Undertakings of the Transferor Company be continued by or against the Transferee Company.
4. That the Transferee Company do without further application allot to such members of the Transferor Company as have not given such notice of dissent as is required by Clause given in the Scheme of Arrangement herein the shares in the Transferee Company to which they are entitled under the said Arrangement ; and
5. That the Transferor Company do within 30 days after the date of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the transferred undertakings of the Transferor Company, as described in Schedule-I shall stand transferred to and vested in the transferee company as and from the appointed date as the estate, rights, title, and interest of the transferee company subject to Clause 11 part IV of the scheme and the Registrar of Companies shall place all documents relating to the transferred undertakings of Transferor Company and registered with him on the file kept by him in relation to the Transferee Company: and
6. That any person interested shall be at liberty to apply to the Court in the above matter for any directions that may be necessary.

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**ATTESTED**  
Registrar of Companies  
Court of Directors