

FRESH CERTIFICATE OF  
INCORPORATION CONSEQUENT  
ON CHANGE OF NAME

Co.No.57

In the office of the Registrar of Companies, Andhra Pradesh  
Hyderabad (Under the Companies Act, 1956 (1 of 1956))

In the matter of The Vazir Sultan Tobacco Company Limited

I hereby certify that The Vazir Sultan Tobacco Company Limited which was originally Incorporated on 10<sup>th</sup> day of November, 1930 under the Companies Act, and under the Name The Vazir Sultan Tobacco Company Limited – duly passed the necessary resolution in terms of Section 21/22 (1)(b) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

Regional Director Southern Region, Madras letter No.4/2/1A.6/83 dated 30<sup>th</sup> April, 1983 the name of the said Company is this day changed to VST Industries Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.  
Given under my hand at Hyderabad this 15<sup>th</sup> day of September, 1983 (One thousand nine hundred eighty three)

SEAL

Sd/-  
(V.S.RAJU)  
Registrar of Companies  
Andhra Pradesh

Office of the Registrar, Joint Stock Companies  
H.E.H. the Nizam's Government, Hyderabad, Deccan

No.(2)

Dated 10<sup>th</sup> November, 1930

## CERTIFICATE OF INCORPORATION

I hereby certify that, pursuant to the provisions of the Hyderabad Companies Act, No.IV of 1320 Fasli, the Memorandum and Articles of Association of The Vazir Sultan Tobacco Company Limited, Hyderabad, has this day been registered and filed in my office, and that the said Company is limited.

Given under my hand at Hyderabad this tenth day of November, nineteen hundred and thirty.

(Sd)G.A.MOHAMADI  
Registrar  
Joint-Stock Companies  
Hyderabad, Deccan

# MEMORANDUM OF ASSOCIATION

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# **VST INDUSTRIES LIMITED**

## **COMPANY LIMITED BY SHARES**

INCORPORATED THE 10<sup>TH</sup> DAY OF NOVEMBER, 1930  
UNDER HYDERABAD COMPANIES ACT NO.IV OF  
1320 FASLI AND NOW AN EXISTING COMPANY  
UNDER THE COMPANIES ACT, 1956

## **MEMORANDUM OF ASSOCIATION**



# VST Industries Limited

## MEMORANDUM OF ASSOCIATION

1. The name of the company is VST Industries Limited.
2. The Registered Office of the Company will be situated in Hyderabad, in the State of Andhra Pradesh.
3. The objects for which the company is established are:

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*\*Clause 2 – The words “H.E.H the Nizam’s Dominions” should be substituted with the words “in the State of Andhra Pradesh”- By Passing special resolution at an AGM held on September 17<sup>th</sup>, 1998*

- (a) To acquire the cigarette manufacturing business of Vazir Sultan & Sons and to adopt and carry into effect with or without modification an Agreement dated the eighth day of November 1930 and made between Mohamed Sultan, Mahmood, Sultan Abdul Hameed, Sultan Abdul Mazeed, Sultan Ali, Sultan Kutubuddin, Sultan Salim (by his guardians Mohamed Sultan, Sultan Mahmood and Sultan Abdul Hameed) and Mussamat Hussaini Begum Saheba carrying on business in co partnership as cigarette manufacturers under the name and style of Vazir Sultan & Sons of the one part and Regional George Baker on behalf of a Company intended to be formed under the Hyderabad Companies Act (Act No.IV of 1320 Fasli), with the name of The Vazir Sultan Tobacco Company Limited, of the other part.
- (b) To carry on the business of manufacturers of and dealers in tobacco, cigarettes and snuff, and growers of tobacco and any business arising out of or in connection with any of such commodities.
- \*(c) To carry on, conduct, manage, develop and prosecute any of these businesses in such manner and in such place of places, either in the State of Telangana or elsewhere, as the Company may think requisite or proper, and generally to buy, sell, grow, cultivate manipulate, manufacture, import, export and deal (both wholesale and retail) in tobacco, tobacco crops, cigars, cigarettes or other products or forms of tobacco and also any articles or things connected with such business or commonly dealt in by tobacconists, or which are likely to be of required in any shape or form by consumers of tobacco, And also to encourage the growing and cultivation in the State of Telangana and elsewhere of leaf tobacco suitable for the manufacture of cigarettes.
- \*\* (d) To carry on in the State of Telangana or elsewhere the trade or business of tobacco brokers or dealers in all its branches including the purchase and selling of tobacco or otherwise, or any produce of form of tobacco or the advancing of money by way of loan upon the security or in respect of the same, or upon or against bills of lading, dock warrants or other documents of title representing the same.
- \*\*\* (e) To be and be in Real Estate Business and for the purpose, buy, sell, take on lease, give on lease or on license, maintain, develop, demolish, alter, construct, build and turn to account any land or buildings owned or acquired or leased by the Company or in which the Company may be interested as owners, lessors, lessees, licensors, licensees, architects, builders, interior decorators, and designers, as Vendors, contractors, property developers and Real Estate owners and agents whether such land or building or the developers thereof be for or in respect of residential or commercial purposes such as multistoreyed buildings, complexes, houses, flats, offices, shops garages, cinemas, theatres, hotels, restaurants, motels or other structures of whatsoever description including prefabricated and precast houses, buildings and erections and to enter into contracts, subcontracts, and arrangements including the raising of finances from whatsoever sources and giving of loans and advances to give effect and implement the said objects.

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*\*[Clause 3(c) – “Either in H.E.H the Nizam’s Dominions” substituted with “either in the State of Andhra Pradesh” and the words, “in H.E.H he Nizams Dominions” be substituted with “in the State of Andhra Pradesh and elsewhere”*

*\*\*Clause 3(d) – The words “H.E.H the Nizam’s Dominions” be substituted with “the State of Andhra Pradesh”] – By passing a special resolution at an AGM held on September 17<sup>th</sup>, 1998]*

*\*\*\*Clause 3(e) Altered by passing a special resolution at an EGM held on August 22<sup>nd</sup>, 1981.*

- \* (f) To carry on the business of hoteliers, hotel and motel proprietors, managers and operators, refreshment contractors and caterers, restaurant keepers, milk and snack bar proprietors, café and tavern proprietors, lodging house proprietors, of ice cream sweetmeat soft drinks and milk manufacturers and merchants, bakers and confectioners, licensed victuallers, wine and spirit merchants and of blenders and bottlers.
- \* (g) To manufacture, process, prepare, preserve,, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or as principals or agents, in foods, meats, eggs, poultry, vegetables, canned and tinned and processed foods, protein, health and instant foods of all kinds including baby and dietetic foods, cereals, beverages, cordials, tonics restorative and aerated mineral waters and foodstuffs and consumable provisions of every description for human or animal consumption.
- \* (h) To carry on the business of tourist and travel agents, transport agents and contractors, to arrange and operate tours and to facilitate travelling and provide for tourists and travellers, and of freight and passage brokers and representatives of airlines,, steamshiplines, railways and other carriers whether in India or abroad.
- (i) To carry on all or any of the businesses of manufacturers and distributors of and dealers in cement, lime, plasters, whiting clay, gravel, sand, minerals, earth, coke, fuel, artificial stone and other builders' requisites including woodwork, tiles, ceramics, bricks, sanitary-wares and other conveniences of all description, as also the businesses of quarry and mine owners and quarry and mine working.
- (j) To carry on the business of manufacturers, buyers, sellers, importers and exporters of and dealers in all kinds and classes of paper, board, cardboard, and pulp in ll its branches, including mechanical or chemical pulp, rayon pulp, wood pulp, straw pulp. Bamboo pulp, fibrous pulp of all descriptions and cellulose pulp and all other varieties whatsoever including without any limitation writing paper, printing paper, absorbent paper, blotting paper, filter paper, manifold paper, antique paper, ivory finish paper, coated paper, art paper, bank or bond paper, badami brown or buff paper, bible paper, cartridge paper, cloth-lined paper, azure laid and wove paper, cream-laid and wove paper, grease-proof paper, gummed paper, handmade paper, parchment paper, drawing paper, kraft paper, manila paper, envelope paper, tracing paper, sack paper, crepe paper, vellum paper, litus paper, photographic paper, glossy paper, sensitized paper, chemically treated paper, insulating paper, cigarette paper, pasteboard, cardboard, straw-board, pulp-board, leather board, mill board, corrugated board, duplex and triplex board, plywood board, postcards, visiting cards, playing cards, complimentary and fancy cards, advertisement boards, signboards made of paper, board or similar materials, soda pulp, mechanical pulp, sulphate pulp board, sulphite pulp, semi-chemical pulp, and all kinds of articles in the manufacture of which in any form, paper, board or pulp is used and to manufacture, make and

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*\*Clause 3(f) (g) (h) – Altered by passing a special resolution at an EGM held on August 22<sup>nd</sup>, 1981*

deal in all kinds of materials and substances that can be produced and/or recovered as by-products during the process of production of pulp, paper, board and other materials manufactured, processed or dealt in and also to deal in or manufacture, any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

- (k) To carry on the business of manufacturers of and dealers in containers and boxes, packings, packages, stiffeners for packets, wrapping, wrappers and receptacles of all kinds made from paper and boards, including cardboards and plywoods, plastic, materials, metal alloys, veneers and other materials of all kinds whether synthetic or not, for trade and industries of every description.
  - (l) To carry on the business of printers, lithographers, stereotypers, electrotypers, photographic printers, art printers photolithographers, chromolithographers, photographers, type founders, engravers, embossers, designers draughtsmen, die-sinkers, die-stampers, ink manufacturers, envelope manufacturers, machine rulers, numerical rulers, numerical printers, stationers, paper makers, paper bags and cardboard manufacturers.
  - (m) To carry on the business as manufacturers, importers, exporters, refiners of and dealers of all kinds and forms of chemicals including caustic soda, soda ash, chlorine, sulphuric acid, alum, saltcake, calcium hypochlorite, sodium hydro sulphite, drugs, acids, alkalies, pasting agents, solvents essences, pharmaceutical, cosmetics, paints, pigments, oils, varnishes, resins and all products, by-products thereof and to manufacture, process and deal in organic and inorganic pesticides and all or any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith and to carry on all or any of the businesses of synthetics, compounders, analysts, chemists, dry-salters, distillers, and refinery operators.
  - (n) To carry on the business of manufacturers, producers, processors, dealers, agents, importers, exporters, buyers and sellers of all kind of yarns, fibres and fabrics whether synthetic artificial or natural or prepared or manufactured from nylon polyester, acrylic, rayon, silk, linen, cotton, wool, jute and any other staple fibres or fibrous materials, textile substances, allied products, by-products and substitutes for all or any of them and to treat and utilize any waste arising from any such manufacture, production or process and of converters of synthetic, artificial and natural fibres, including fiberglass into materials like cloth, tapes ropes, yarns, twines, filters and such other articles as may be conveniently produced or manufactured therewith.
  - (o) To carry on the business of manufacturers, assemblers, sub-assemblers, distributors and dealers in electronic and electrical goods of every description including units such as computers, calculators, time pieces, systems of communication control and monitoring, radios, television, video sets, entertainment electronics and other appliances, apparatus, equipment and instruments and any components and spare parts thereof employing electronics and electrical technology in the manufacture of the same and to carry on the business of engineers, designers, installers, maintainers, repairers and services in the field of electronic and electrical technology.
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\*(p) To carry on the business of manufacturers, assemblers and dealers in and hirers and repairers of plant and machinery required for the manufacture of any item which may be manufactured by the Company within the scope of its objects.

(q) To carry on the business of buying selling or otherwise dealing in real and synthetic hides, skins and furs, including the processing, tanning or treatment thereof, manufacture, purchase and sale of leather goods, and goods made of skins and furs, or real or synthetic materials, of whatsoever description including wearing apparel, boots and other footwear, items of upholstery, furniture, suitcases, briefcases, travel accessories and other effects, and items of general or special use including industrial use or use in special projects or contracts, and to acquire and to dispose of any business or establishment, plant or machinery, or other asset of whatsoever description concerned with such business.

(r) To do business as manufacturers of and or dealers in animal casings, gelatins of all types and osseins and their derivatives.

(s) To carry on the business of manufacturers and dealers in essential oils and their derivatives, perfumes, essences and flavours, toilet and other preparations.

(t) To carry on the business of manufacturers and dealers in chemicals, fertilisers, plastics, resins and compounds, pharmaceutical chemicals and preparations, industrial preparations including detergents, dyestuffs, glues and adhesives, pesticides and insecticides including formulations, industrial gases and refrigerants, ceramic and refractory materials.

(u) To do business as manufacturers of and dealers in processes agricultural and botanical products, animal and dairy products, biological and marine products including the manufacture, processing, canning, bottling or packing of dehydrated, frozen or concentrated products or their extracts.

\*(ua) To do, undertake and carry on the business of agriculture which shall, among other things, mean and include horticulture, sericulture, forestry, medicinal herbs, and aromatic plants, animal husbandry, dairy farming, pisciculture, vermiculture, apiculture, bio-technology, tissue culture, seed and seedlings production, bio-pesticides, bio-fertilisers, poultry farming, ploughing and cultivation of land, scientific research, business and activity normally carried on by agriculturists, nurserymen, farmers and planters, dealers, and businesses as producers, manufacturers, converters, preservers, dealers, traders, blenders, packers, extractors, importers, exporters, buyers and sellers of all kinds of agricultural produce or products manufactured therefrom or products manufactured for use in its production.

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\*Clauses (ua) and (ub)- Altered by passing a special resolution at an AGM held on July 2<sup>nd</sup>, 1993.

- \*(ub) To act as technical advisers, consultants, market surveyors and render technical know-how, management and financial consultancy and other services to any firm company, body corporate, undertaking, person, institution, association, departments and services to the Government, public or local authorities, trusts and scientific research and development centres in India or abroad and to undertake aid, promote and co-ordinate project studies, arrange collaborations, prepare schemes, project reports, market research and management personnel, supervise and set up production techniques, assist in finding markets for crops, produce and goods of every description of Indian and foreign capital in Indian undertakings and enterprises and Indian capital in foreign undertaking and enterprises, promote technical training schemes and generally to act, undertake and execute all types of projects, process, engineering, turn-key jobs and other works in India and abroad.
- (v) To buy, sell deal, barter import or export, whether as wholesalers or retailers or as exporters or importers or as principals or agents or brokers or otherwise goods, stores, commodities, products, consumable articles, chattels and effects of all kinds whether manufactured or processed or procured or otherwise.
- (w) To carry on in such manner and in such place or places either in the State of Telangana or elsewhere as the Company may think requisite or proper, any other business whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any of the above specified objects, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (x) To carry on business as merchants or agents or agents' brokers of or for any goods or classes of goods which in the opinion of the Company are capable of being conveniently dealt in or with in connection with or for the benefit of the undertaking of the Company.
- (y) To buy, sell, and deal in apparatus, machinery, materials, and articles of all kinds which shall be capable of being used for the purpose of any business herein mentioned or likely to be required by customers of any such business.
- (z) To purchase, take on lease, hire or otherwise acquire in the State of Telangana or elsewhere any immovable or movable property, or any right or interests therein, which the Company may think necessary or convenient for effectuating any of its objects, and in particular any lands, plantations, houses, factories, warehouses, plant, machinery, patents, concessions, trade marks, trade names, copyrights, licenses, stock material or property of any description, and to work, use, maintain and improve, sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property of the company, including in respect of any patent or patent rights belonging to the Company, the grant of licenses or authorities to any person corporation or company to work the same.
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- (aa) To manufacture, buy, sell and deal in or with any plant, machinery, apparatus, tools, lead or tinfoil, tinplates, boxes, cases paper and other materials, goods and articles of any description which in the opinion of the Company may be conveniently dealt or dealt with by the Company in connection with or for the benefit of its undertaking.
- \*\*(bb) To acquire and hold, but not to trade or deal in shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the State of Telangana or any other state or in any foreign country, and any debentures, debenture-stocks, bonds, obligations or securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme municipal, local or otherwise, whether in the State of Telangana or any other State or abroad.
- (cc) To subscribe for, conditionally or unconditionally, to underwrite issue on commission or otherwise, and convert any such stocks, shares or securities as mentioned in the last preceding paragraph.
- \*\*\**(dd)* To apply for and obtain Letters Patent, or privileges of monopoly either in India or elsewhere for any kind of invention acquired by the Company or in which the Company is interested.
- (ee) To acquire from any Sovereign, State or Authority supreme local or otherwise, any concessions, grants, decrees, rights or privileges, whatsoever, which may seem to the Company of being turned to account and to work, develop, carry out, exercise and turn to account the same.
- (ff) To erect, maintain or alter, on an land, any factories, drying houses, curing houses, warehouses, storing houses, or buildings for carrying on, or to be used in connection with, the business of the Company.
- (gg) To purchase or otherwise acquire or undertake the whole or any part of the business, assets, liabilities, including shares, stocks, bonds, debentures, mortgages, deeds of bond or security, or other obligations or any or either of them, of any other Company, Corporation or person carrying on any business which this Company is authorized to carry on or possessed of any property or right suitable for the purposes of the Company and to acquire the business of any Company or Corporation if deemed expedient, by amalgamation with such Company or Corporation instead of purchasing in the ordinary way.

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*\*\*[Clause 3(bb) – The words “H.E.G. the Nizam’s Dominions, British India” be substituted with “The State of Andhra Pradesh*

*\*\*\*Clause 3(dd) – The words “H.E.H. the Nizam’s Dominions” be substituted with the word “India”] – By passing a special resolution at an AGM held on September 17<sup>th</sup>, 1998.*

- (hh) To pay for any business or undertaking, or any property, or rights acquired by the Company, either in cash or shares with or without preferred or deferred in rights in respect of dividend or repayment of capital or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company shall determine.
  - (ii) To engage in any business or transaction within the limits of the Company's objects in conjunction with any other person, corporation, company or firms and to hold shares, stock or bonds in any such company or corporation.
  - (jj) To sell the business or undertaking of the Company or any part thereof, including any shares, stock, bonds, debentures, mortgages, deeds of bond and security or other obligations or securities, or any or either of them, patents, trade marks, trade names, copyrights, licenses or authorities or any estate rights, property privileges or assets of any kind.
  - (kk) To accept payment for the business or undertaking of the Company or any part thereof, or for any property or right sold or otherwise disposed of or dealt with by the Company, either in cash, by installments, or otherwise, or in shares or bonds of any company or corporation with or without deferred or preferred rights in respect of dividends or repayment of capital or otherwise, or by means of a mortgage, or by debentures, debenture-stock or mortgage debentures or bonds of any company or corporation, or partly in one mode and partly in another and generally on such terms as the company may determine.
  - (ll) To promote, form, subsidies and establish any company or companies or corporations whose objects shall include the acquisition of all or any of the property, right and liabilities of the Company, or the carrying on of any such business as aforesaid.
  - (mm) To lend money upon such terms as the Company may think fit, to persons, companies or corporations having dealings with the Company, or otherwise upon such security as shall be thought fit, or without security, and to guarantee the performance of contracts by any such persons, companies or corporation.
  - (nn) To invest any moneys of the Company and to hold, sell or otherwise deal with such investments and to receive money for such investments.
  - \*(nna) To carry on and undertake in India and abroad the business of finance, hire purchase and leasing, including cross-border leasing, and to finance hire purchase and lease operations of all kinds and purchasing or otherwise acquiring selling, hiring, or letting out on hire or lease or on installment credit or deferred payment basis of all kinds of movable and immovable properties including agricultural and industrial plant and machinery and office and domestic equipment, whether mechanical, electrical, electronic or otherwise and lands, buildings and real estate and to assist in financing of all and every kind of hire
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*\* Clause (nna) to Clause (nnd) – inserted by passing a special resolution at an AGM held on July 2nd, 1993*



purchase, deferred payment, installment credit or similar transactions and subsidizing financing, or assisting in subsidizing and financing the purchase of sale or other acquisition or disposal or maintenance of all kinds of movable and immovable properties.

(nnb) To carry on the business of an investment company or any investment trust company, to undertake and transact trust and agency investment, portfolio investment, financial business, and for that purpose to lend or invest money and negotiate loans in any form or manner, to draw, accept, endorse, discount, buy sell and deal in bills of exchange, hundies, promissory notes and other negotiable instruments, and securities, and also to subscribe for, underwrite, invest, acquire and hold, sell and exchange and deal in shares, stocks, bonds or debentures or securities of any government or public authority or company, gold and silver and bullion and to form, promote, subsidise and assist companies, syndicates and partnerships to promote and finance industrial enterprises and subscribe to the capital of industrial undertakings and to undertake any business, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers and underwriters.

(nnc) To carry on business of financiers and guarantors with the object of financing industrial enterprises, to lend money, with or without interest or security, to any person or persons upon such terms and conditions as may from time to time be determined including in current or deposit account with any bank or banks, and to receive money on deposit or loan upon such terms and conditions as may be determined from time to time, provided that the Company shall not to any banking business as defined under the Banking Regulations Act, 1949.

(nnd) To provide financial services of all kinds, including fund based financial services like industrial leasing, hire purchase, bridging finance, ventures capital funding, mutual funds, factoring (export and domestic) and short and long term investments and to provide non-fund based financial services like corporate financing, project planning, syndication of loans, identification and transfer of technology, new financial instruments, share registration, underwriting, portfolio management including funds, of Non-Resident Indians (NRI), credit information and risk evaluation, issue market managers, syndication of leases (for lessors and lessees), dealing in foreign exchange and inter-bank broking in foreign exchange and inter-bank broking in foreign exchange subject to the approvals of Reserve Bank of India, stock broking, gratuity fund, provident funds, superannuation fund and pension fund services, dealing in treasury products, credit cards and maintenance of data bases using computer networking on a national grid and to provide a package of investment/merchant banking services by acting as managers, underwriters, issue house and brokers to any public issue of securities.

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- (oo) To enter into arrangements for partnership, sharing profits reciprocal concessions, co-operation or otherwise with any company, corporation, or person having objects altogether or in part similar to those of this Company, or carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this company.
- (pp) To establish or support, or aid in the establishment and support of associations, institutions, or conveniences calculated to benefit employees of the company or of any companies in which the Company owns shares or the dependents or connections of such persons, and to grant pensions, allowances and to make payment towards insurances, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.
- (qq) To borrow, raise or secure money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, deeds of bond and security, bonds or mortgages charged upon all or any of the property of the Company (both present and future), including its uncalled capital for the time being.
- (rr) To draw, make accept, endorse, discount, execute, and issue bills of exchange, promissory notes, debentures, and other negotiable or transferable instruments.
- (ss) To underwrite the shares, stocks or securities of any other company and to pay underwriting commissions and brokerage on any shares, stock or securities issued by the Company.
- \*(tt) Deleted
- (uu) To distribute any of the property of the Company amongst the members in specie or otherwise, but so that no distribution amounting to a reduction of capital e made except with the sanction (if any) for the time being required by law.
- (vv) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (ww) To do all such things as are incidental or conducive to the above objects or any of them.
- (xx) To enter into any arrangement with any Government, State Authorities, Railway Municipal or otherwise, that may be conducive to the Company's objects or any of them and to obtain from any such Government, State of Authorities any rights privileges and concessions which the Company may think if desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

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*\*Clause (tt) – To procure any orders of his Majesty in council or H.E.H the Nizam's Executive Council or of any Legislature Assembly, or council or any firm from H.E.H he Nizam to enable the Company to extend its objects or to carry any of these objects into effect – Deleted by passing a Special Resolution at an AGM held on September 17<sup>th</sup>, 1998*

(yy) To procure the Company to be registered or recognized in any place in India or in any foreign country or State.

4. The liability of the Members is limited.

\* 5. The Authorised Share Capital of the Company is Rs.170,00,00,000/- (Rupees One Hundred Seventy Crores) divided into 17,00,00,000 (Seventeen Crores) Equity Shares of Rs.10/- (Rupees Ten) each, with power to classify or reclassify, increase or reduce such capital from time to time and power to divide the shares in the capital in accordance with the Regulations of the Company and the legislative provisions for the time being in force in this behalf and with the power to divide the share capital for the time being into several classes and to attach thereto respectively preferential, qualified or special rights, privileges or conditions including as to voting and to vary, modify, or abrogate the same in such manner as may be permitted by the Act or as may for time to time being be provided for by these presents and the Articles of Association of the Company.”

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

<b>No.</b>	<b>NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS</b>	<b>NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER</b>
1	MOHAMED SULTAN, Bazar Ghansi, Hyderabad MERCHANT	Eleven
2	R.G.BAKER 37, Chowringhee Road, Calcutta MERCHANT	Ten
3	SULTAN ABDUL, HAMEED Bazaar Ghansi, Hyderabad	One
4	HERBERT A. JAMES 200, St.John's Road, Calcutta Tobacco Manufacturer	Ten
5	WILLIAM G.RYAN, 37, Chowringhee Road, Calcutta SOLICITOR	Ten
6	N.B.CHENYOY,B.A.,L.L.B., James Street, Secunderabad PLEADER	Ten
7	SULTAN MAHMOOD Bazar Ghansi, Hyderabad MERCHANT	Ten

Dated the eighth day of November, 1930m  
Corresponding with fourth day of Dai 1340 Fasli  
Witness to the Signatures of the above named:-

S.R.HONEY  
Merchantile Assistant,  
Secunderabad

# **VST INDUSTRIES LIMITED**

**COMPANY LIMITED BY SHARES**

**INCORPORATED THE 10<sup>TH</sup> DAY OF NOVEMBER, 1930  
UNDER HYDERABAD COMPANIES ACT, NO.IV OF  
1320 FASLI AND NOW AN EXISTING COMPANY  
UNDER THE COMPANIES ACT, 1956**

**ARTICLES OF ASSOCIATION**

Hyderabad Companies Act No.IV of 1320 FASLI

COMPANIES ACT, 1956,

COMPANY LIMITED BY SHARES

# VST Industries Limited

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 6<sup>th</sup> day of July, 1956)

## PRELIMINARY

* Schedule 1 – Table A of the Companies Act, 1956	1. The regulations contained in Schedule 1 – Table A of the Companies Act, 1956 shall not apply to this Company, but instead thereof the following shall be the Articles of the Company.
Interpretation	**2. In these articles unless there is something in the subject or context Inconsistent therewith:

\* The words "Part 1 of Schedule A to the Hyderabad Companies Act No.IV of 1320 Fasli" substituted with "Schedule 1- Table A of the Companies Act 1956" – Altered by passing a special resolution at an AGM held on September 17<sup>th</sup>, 1998.

These Articles	“These Articles” mean these Articles of Association as originally framed or as from time to time altered by Special Resolution.
‘The Act’	“The Act” means Companies Act, 1956 and includes where the context so admits any reenactment or statutory modification thereof for the time being in force.
‘Beneficial Owner’	“Beneficial Owner” shall mean the beneficial owner as defined in clause (a) of sub section(1) of Section 2 of the Depositories Act, 1996.
‘The Company’	“The Company” means the above – named Company
The Depositories Act’	“The Depositories Act” shall mean the Depositories Act, 1996, and shall include any statutory modification(s) or re-enactment thereof for the time being in force.
‘Depository’	“Depositories” shall mean as Depositories as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996.
‘The Directors’	“The Directors” means the Board of Directors for the time being of the Company, Committees of Directors and the expression shall include whole time Directors and Managing Directors, if any.
‘The Register’	“The Register” means the Register of Members to be kept in Hyderabad pursuant to Section 150 of the Act.
‘The Seal’	“The Seal” means the Common Seal of the Company.
‘Insolvent’	“Insolvent” includes a person compounding or arranging with or making an assignment of all his property for the benefit of his creditors and “insolvency” shall have a corresponding meaning.

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*\*\* [The Directors along with the clause] –Altered by passing a special resolution at an EGM held on April 23<sup>rd</sup>, 1988.*

*\*\* [Beneficial Onwer, The Depositories Act, along with the clauses]- Inserted by passing a special resolution at an EGM held on April 17<sup>th</sup>, 1998.*

'Secretary'	"Secretary " includes (subject to the provisions of the Act) an Assistant or Deputy Secretary and any persons appointed by the Directors to perform any of the duties of the Secretary.
'Special resolution' 'Ordinary resolution' 'Resolution requiring special notice'	"Special Resolution", "Ordinary Resolution" and "Resolution requiring special notice" have the meanings assigned thereto by Sections 189 and 190 of the Act.
'The Office'	"The Office" means the Registered Office for the time being of the Company.
'Paid up'	"Paid Up" includes credited as paid up.
'Month'	"Month" means calendar month according to the English style.
'In writing & written'	"In writing" and "written" means written, typewritten, lithographed, stamped or printed or partly in one of the said forms and partly in another.
Singular number & Gender	Words importing the singular number only include the plural and vice versa, and words importing the masculine gender only include the feminine gender.
Individuals	Words importing individuals only include corporations, unless where expressly stated to the contrary.
Reference to any provision of the Act	Reference in these Articles to any provisions of the Act shall, where the context so admits, be construed as a reference to such provision as modified or re-enacted by any statute for the time being in force.
Expressions in the Act to bear the same meaning as in the Articles	Save as foresaid any words or expressions defined in the Act Shall, if not consistent with the subject or context, bear the same meaning as in these

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**\*\* Article 2 – The words "Dividend includes bonus" along with the marginal note 'Divident' is deleted by passing a special resolution a an AGM held on September 17<sup>th</sup>. 1998**



<b>AGREEMENT</b>	
<b>Preliminary Agreement and Position of Promoters</b>	<p>3. The Company having adopted the Agreement referred to in paragraph 3 (a) of the Memorandum of Association and the Directors having carried the said Agreement into effect the Directors shall have full power, nevertheless, from time to time to agree to any modification of the terms thereof with the concurrence of the other parties to the said Agreement. The basis on which the Company was established was that the Company should acquire and take over the assets comprised in the Agreement on the terms therein set forth, subject to such modifications (if any) as aforesaid, and that one of the first directors was to be a nominee of the Vendors, and accordingly it was to be no objection to the said Agreement that the Vendors as promoters stood in a fiduciary position towards the Company, or that any such nominee was a member of the Vendor's firm interested in the sale to the Company of any of the assets aforesaid, or that in the circumstances no independent Board of the Company was constituted, and every member of the Company past, present or future was and is deemed to join the Company on that basis.</p>
<b>OFFICE</b>	
<b>Place of Business</b>	<p>*4. The office of the Company shall be in the town of Hyderabad, Telangana or such other place as the Directors may, subject to the provision of Section 146 of the Act, from time to time determine, and the business of the Company, shall be carried on at such place or places as the Directors may from time to time determine.</p>
<b>CAPITAL</b>	
<b>Amount of Capital</b>	<p># 5. The Authorised Share Capital of the Company shall be such amount as may be set out in the Memorandum of Association of the Company."</p>

*\*Article 4 – "Deccan" substituted with "Telangana" by passing a special resolution at an AGM held on September 17<sup>th</sup>, 1998.*

*# Amended vide an Special Resolution passed by the Members of the Company at the Ninety-Third Annual General Meeting held on 29<sup>th</sup> August, 2024.*

<b>Option or right to call of Shares</b>	<p>* Option or right to call of shares shall not be given to any person or persons except with the sanction of the Company in General Meeting.</p>
<b>SHARES AND MODIFICATION OF RIGHTS</b>	
<b>Terms &amp; Rights to be attached to any future issue of shares</b>	<p>6. Any of the Shares for the time being unissued and any new shares from time to time to be created may from time to time be issued with any such right of preference in respect of dividend and of repayment of capital over any shares previously issued or then about to be issued (subject to the provisions; hereinafter contained as to the consent of the holders of any class of shares where such consent is necessary), or at such premium as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right, on such terms as the Company may from time to time determine.</p>
<b>Terms regarding future issue and redemption of Preference Shares</b>	<p>7. Subject to the provisions of Section 80 of the Act, any Preference Shares may be issued on the terms that they are, or at the option of the Company are to be liable to be redeemed on such terms and in such manner as the Company may by Special Resolution prescribe.</p>
	<p>8. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Sections 106 and 107 of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourth of the issued shares of that class, or with the sanction of special resolution passed at a separate general meeting of the holders</p>

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Modification of Rights	
	<p>of the shares of that class and all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class in question. This Article is without prejudice to the power of the Company under Article 49 hereof and the Company's right in general meeting to increase its capital, and the rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.</p>
<p><b>Payment of Commission and brokerage</b></p>	<p>9. The Company may exercise the powers paying commissions conferred by Section 76 of the Act, provided that the rate per centum or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of the per centum of the price at which the shares in respect where of the same is paid or issued or an amount equal to five per centum of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid up shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.</p>
<p><b>Non recognition of trust and other interests in shares</b></p>	<p>10. Except as required by law, no person shall be recognized by the Company as holding any shares upon any trust and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other rights in</p>

	respect of any share except an absolute right to the entirety thereof in the registered holder.
<b>Restriction on Assistance Provided by the Company to purchase its own shares</b>	11. The Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares, but nothing in this Article shall prohibit transactions mentioned in the proviso to Section 77 of the Act.
<b>CERTIFICATE OF SHARES</b>	
<b>Certificate Pf shares</b>	*12 Every Member shall be entitled to a certificate specifying the share or shares to which he is entitled, and such certificate may be in such form as the directors may from time to time prescribe and shall be under the seal affixed in the presence of two directors and the Secretary. If several persons be registered as joint-holders of a share, they shall not be entitled to more than one certificate of such share between them, and delivery of such certificate to the person whose name stands first on the Register as one of the holders of such share shall be sufficient delivery to all such joint holders thereof. A member shall be entitled to one certificate for the whole of his shares or to several certificates each for a part of such shares, on payment of a sum not exceeding one rupee for each certificate after the first.
<b>Power of Board to refuse sub-division and consolidation in certain cases</b>	**12A. Notwithstanding anything contained in Article 12 hereof the Board may refuse any application for sub-division or consolidation of number of shares or of certificates for shares of the company into denomination of less than 50 shares

*\*Article 12 – (Every member shall be entitled to a Certificate specifying he share or shares to which he is entitled and such certificate may be in such form as the directors may from time to time prescribe.) The first sentence is deleted and substituted by a special resolution passed at an AGM held on January 15<sup>th</sup> 1962.*

*\*\*Article 12A – Incorporated by passing a special resolution at an AGM held on July 3<sup>rd</sup>, 1992.*

	<p>except where such sub-division or consolidation is required to be made for compliance with any law or order or a decree of a competent Court or listing requirements of a Stock Exchange on which the Company's shares are or may be listed. Provided nevertheless that the Board may at its discretion and in exceptional circumstances and for avoiding any hardship or for any just and sufficient cause (on each of which the Board's decision shall be final and conclusive) accept any application for sub-division or consolidation of number of shares or of certificates for shares into denomination of less than 50 shares.</p>
<b>Defaced, lost or destroyed Shares Certificates</b>	<p>13. If a share certificate is defaced lost or destroyed it may be renewed on payment of such fee, if any, not exceeding one rupee, and on such terms (if any) as to evidence and indemnity as the Directors think fit.</p>
<b>New Certificate on re-issue of forfeited Shares</b>	<p>14. When a share is forfeited, and the certificate thereof is not delivered up to the company, the Directors may issue a new certificate of the share, distinguishing it as they think fit from the certificate not delivered up.</p>
<b>LIEN</b>	
	<p>*15. The Company shall have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys called or payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created except upon the footing and condition that Clause 10 hereof is to have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien if any on such shares. The Directors may at any time declare any shares to be wholly or in part to be exempt from the provisions of the Clause.'</p>

\* Article 15 is revised by passing a special resolution at an EGM HELD ON January 15<sup>th</sup>, 1962.

\*\*Articles 12B to 12J – incorporated by passing a Special Resolution at the AGM held on July 28<sup>th</sup> – 2005.

<p><b>**Dematerialisation of Securities</b></p>	<p>12B. The Company shall be entitled to dematerialize its existing, shares, rematerialize its shares held in the Depositories and/or to offer its fresh shares or buy back its shares in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed thereunder, if any.</p>
<p><b>Option for Investors</b></p>	<p>12C. Every person subscribing to/acquiring 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 the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security for entry in its record, the name of the allottee as the beneficial owner of the security.</p>
<p><b>Securities in Depositories to be in Fungible Form</b></p>	<p>12D. All Securities of the Company held by a depository shall be dematerialized and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C, 372, 372A and other applicable provisions of the Companies Act, 1956 shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.</p>
<p><b>Rights of Depositories and Beneficial Owners</b></p>	<p>12E (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership or security on behalf of the beneficial owner.</p> <p>(b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.</p> <p>(c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his/her securities which are held by a depository.</p>

<b>Service of documents</b>	12F. Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
<b>Transfer of Securities</b>	12G. Nothing contained in Section 108 of the Companies Act, 1956 or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owner in the records of the depository.
<b>Allotment of securities dealt with by a Depository</b>	12H. Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
<b>Distinctive numbers of Securities held in a Depository</b>	12I. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to securities held in a depository.
<b>Register and Index of Beneficial Owners</b>	12J. The Register and Index of Beneficial Owners maintained by a depository under the Act, shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

	<p>16. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of such par of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or insolvency.</p>
	<p>17. To give effect to any such sale the Directors may authorize some persons to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see the application of the purchase money, or shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>
	<p>18. The net proceeds of the sale after payment of the costs of the sale shall be received by the Company and applied for towards payments or such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.</p>
<b>CALLS</b>	
<b>The authority of the directors to make calls</b>	<p>*19. 'The Directors may from time to time (subject to any terms upon which any shares have been or may be issued) make such</p>

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*\*Article 19 is revised by passing a special resolution at an EGM held on February 6<sup>th</sup>, 1975.*



	<p>calls as they think fit upon the members in respect of all money unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium). Each member shall be liable to pay the calls so made, to the persons or banking company, and at the times and places appointed by the Directors, and all calls shall be made payable at intervals of not less than two months. A call may be revoked or postponed as the Directors may determine.</p>
<b>Call to date from the date of resolution</b>	<p>20. A call shall be deemed to be made at the time when the resolution authorizing it is passed by the Directors and may be required to be paid in instalments.</p>
<b>Liability to pay calls</b>	<p>21. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</p>
<b>Calls to carry interest</b>	<p>22. 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 on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding ten per centum per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.</p>
<b>Amount payable on allotment and non payment thereof</b>	<p>23. Any sum which by the term of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal amount of the share or by way of premium shall for all the purposes of these Articles be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in the case of non-payment all the relevant provisions of these Articles as to payment of interest, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>

<p><b>Advancement of uncalled moneys</b></p>	<p>*24. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for advance, become payable) pay interest at such rate not exceeding (unless the Company in General Meeting shall otherwise direct) five per centum per annum as may be agreed upon between the Directors and the Member paying such sum in advance. Moneys paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in profits.</p>
<p><b>TRANSFER OF SHARES</b></p>	
<p><b>Instrument of Transfer</b></p>	<p>**25. The instrument of transfer shall be in writing and all provisions of Section 108 of the Companies Act, 1956 and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and the registration thereof.</p>
	<p>*** 26.(a) The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof.</p> <p style="padding-left: 40px;">(b) Nothing contained in the foregoing Article shall apply transferor of securities effected by a transferor and a transferee, both of whom are entered as Beneficial Owners in the records of a Depository.</p> <p style="padding-left: 40px;">(c) In the case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being hold in an electronic and fungible form the provisions of the Depositories Act, shall apply.</p>

*\* Article 24 – Addition of last sentence by passing a special resolution at an EGM held on February 6<sup>th</sup>, 1975.*

*\*\* Article 25 – revised by passing a special resolution at an EGM held on February 6<sup>th</sup>, 1975.*

*\*\*\* Present Article 26 renumbered as 26(a), 26(b) and 26(c) are inserted by passing a special resolution at an AGM held on September 17<sup>th</sup>, 1998.*

<p><b>The authority of the directors to refuse to register transfer</b></p>	<p>*27. The Directors may, subject to the right of appeal conferred by Section 111 of the Act, decline to register any transfer shares (not being fully paid shares) to a person of whom they shall not approve and they may also decline to register any transfer of shares on which the Company has a lien. If the directors decline to register a transfer of any shares, they shall within two months after the date on which the transfer was lodged with the company, send to the transferee notice of the refusal provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on an account whatsoever except a lien on the shares.</p>
<p><b>Supporting documents of instrument of transfer</b></p>	<p>** The Directors may also decline to recognize any instrument of transfer unless:-</p> <p>(a) The instrument of transfer is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and which evidence shall be permanently deposited in the custody of the Directors.</p> <p>(b) The instrument of transfer is in respect of only one class of shares.</p>
<p><b>Power of Board to refuse transfer of shares in certain cases</b></p>	<p>*** 28A. Notwithstanding the provisions of Articles 27 and 28 hereof the Board may not accept any application for registration of transfer of less than 50 shares except in the case of</p>

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*\* Article 27 – Addition or provision at the end, and*

*\*\* Article 28] – Revised by passing a special resolution at an EGM held on February 6<sup>th</sup> 1975.*

*\*\*\* Article 28A- Incorporated by passing a special resolution at an AGM held on July 3<sup>rd</sup>, 1992.*

	<p>(a) A transfer of shares made to comply with any law or statutory order or regulation or an order or a decree of a competent Court or listing requirements of a Stock Exchange on which the Company's shares are or may be listed;</p> <p>(b) A single transfer by a member holding less than 50 shares of all the shares held by him to one or more transferees.</p> <p>(c) A transfer by a member holding less than 50 shares to one or more transferees where after such transfer the shareholding of the said transferee or transferees, as the case may be, will not be less than 50 shares; and</p> <p>(d) A transfer of not less than 50 shares in the aggregate in favour of the same transferee by several transferors by two or more instruments of transfer submitted together to the Company.</p> <p>Provided nevertheless that the Board may at its discretion and in exceptional circumstances and for avoiding any hardship or for any just and sufficient cause (on each of which the decision of the Board shall be final and conclusive) accept any application for registration of transfer of less than 50 shares.</p>
<p><b>Free registration of various documents</b></p>	<p><b>**29.</b> No fee may be charged for registration of each of the following documents namely:- Appointment of Trustee in Insolvency, Deed Poll, Distringas, Order of the Court, Probate, Proof of Death, Proof of Marriage, Power of Attorney, Letters of administration, Lunacy Order, affidavit, Statutory Declaration or any other document which in the opinion of the Directors requires registration.</p>

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*\*\*Article 29- Revised by passing a special resolution at an EGM held on February 6<sup>th</sup>, 1975.*

<b>Registration is evidence of approval</b>	30. The registration of a transfers shall be conclusive evidence of the approval by the Directors of the transferee.
<b>Closure of the Register</b>	*31. On giving seven days' previous notice by advertisement in some newspaper circulating in Hyderabad, Telangana the Register may be closed for such period or periods not exceeding in the whole forty-five days in any one ;year as the Directors may from time to time direct but so that the Register shall not be closed for a longer period than thirty days at a time.
<b>Custody of instrument of transfer</b>	32. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall (except in any case of fraud) be returned to the person depositing the same.
<b>Recognition of renunciation of allotment of shares in favour of a third party</b>	33. Nothing in these Articles shall preclude the Directors from recognizing a renunciation of the allotment of any share by the allottee in favour of some other person.
<b>TRANSMISSION OF SHARES</b>	
<b>Devolution of shares of a deceased member</b>	34. In the case of the death of a Member, the survivors or survivor where the deceased was a joint holder, and the executors or administrators or personal representatives of the deceased where he was a sole or only surviving holder, shall be the only person's recognized by the company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him.
<b>Registration of transmitted shares</b>	35. Any person becoming entitled to share in consequence of the death or insolvency of a Member may, upon such evidence as to the title being produced as may from time to time be

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*\*Articles 31 – “Deccan” substituted with “Telangana” by passing a special resolution at an AGM held on September 17<sup>th</sup> 1998.*

	<p>required by the Directors, and subject as hereinafter provided, elect, either to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. The directors shall, in either case, have the same right to decline or suspend registration as they would have had, if the deceased or insolvent Member had transferred the share before his death or insolvency.</p>
<p><b>Notification of registration of membership to the company</b></p>	<p>36. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him, stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles 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 a Member had not occurred and the notice of transfer were a transfer signed by that member.</p>
<p><b>Rights attached to transmitted shares and registration of such holdings.</b></p>	<p>37. 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 were the registered holder of the share, except 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 Company. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the shares. And if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends or other moneys payable on or in respect of the share until the requirements of the notice have been complied with.</p>

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## FORFEITURE

<b>Notice may be served in case of non payment of calls</b>	38. If any Member fails to pay any call or instalment of a call due in respect of any share on the day appointed for payment thereof, the directors may at any time thereafter, during such time as the call or instalment remains unpaid, serve a notice on such Member requiring him to pay such call or instalment together with interest at the rate aforesaid.
<b>Terms of Notice</b>	39. The notice shall name a further day (not earlier than fourteen days from the date of service thereof) on or before which and the place where the payment required by the notice is to be made, and shall that in the event of non-payment at or before the time and at the place appointed the shares on which he call was made will be liable to be forfeited.
<b>In default of payment, shares are to be forfeited.</b>	40. If the requirements of such notice was aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter, before payment of all calls and interest due in respect thereof, has been made, be forfeited by a resolution of he Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
<b>Forfeited shares are to be the property of the Company &amp; may be sold by the Company etc.</b>	41. A forfeited share shall become the properly of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled on such terms as the Directors think fit. The Directors may, if necessary authorize some person to transfer a forfeited share to any other person as aforesaid.

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<p><b>Ceaser of membership upon forfeiture and liability thereafter</b></p>	<p>42. A member 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 the date of forfeiture were presently payable by him to the Company in respect of the shares, with interest thereon of five per centum per annum from the date of forfeiture until payment, and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture.</p>
<p><b>Declaration by a Director or the Secretary of forfeiture of shres &amp; seal or reallotment thereof</b></p>	<p>43. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the certificate for the share delivered to a purchaser or allottee thereof, shall (subject to the execution of a transfer, if he same be so required) constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see t the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.</p>
<p><b>Application of forfeiture due to non-payment of nominal value as well as premium</b></p>	<p>44. The provisions of these Articles 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.</p>

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## CONVERSION OF SHARES INTO STOCK

<b>Conversion &amp; Reconversion of Shares &amp; Stock</b>	45. The Directors may with the sanction of the Company previously given in General Meeting, convert and paid up shares into stock and may with the like sanction reconvert any stock into paid up shares of any denomination.
<b>Transfer of Stock</b>	46. When any shares have been converted into stock the holders of such stock may transfer the same, or any part thereof, in the same manner and subject to the same regulation as subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, but the Directors from time to time, if they think fit, fix the minimum amount of stock transferable, with power nevertheless at their discretion o waive the observance of such rules in an particular case, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
<b>Rights of stock holders</b>	47. The stock shall confer on the holders thereof respectively the same rights as would have been conferred by shares of equal amount of the class converted in the capital of the Company but so that none of such rights except participation in dividends and profits of the Company on a winding up shall be conferred by any such amount of stock as would not if existing in shares of the class converted have conferred such rights.'
<b>Provisions</b>	48. No such conversion shall affect or prejudice any preference attached to the shares so converted. All the provisions contained in these Articles which are applicable to fully paid sahes shall, so far as circumstances will admit apply to stock as well as to fully-paid up shares, and the words "Share" and "Member" therein shall include "stock" and "stock-holder".

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## INCREASE OF CAPITAL

<b>Ordinary resolution to increase Share Capital</b>	49. The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.
<b>Entitlement of Ordinary Shareholders to further issue of capital</b>	50. All unissued and any new shares shall, subject to any directions to the contrary which may be given by the Company in General Meeting, be offered to the holders of the Ordinary Shares of the Company in accordance with the provisions of Section 81 of the Act.
<b>New Shares to form part of the original capital</b>	51. All new shares shall (except so far as the Company on the creation thereof shall otherwise determine or as is provided in these Articles) be considered as part of the original capital and shall be subject to the same provision of these Articles in all respects as if they had been part of the original capital.
<b>Consolidation and Sub-Division of shares.</b>	52. The company may by Ordinary Resolution:- (a) Consolidate and divide all or any of its share capital into shares of large amount than its existing shares.  (b) Sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of section 94(1)(d) of the Act.  (c) Cancel any shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

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<b>Reduction of capital</b>	53. The Company may by Special Resolution reduce its share, capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to any incident authorized, and consent required, by law.
<b>GENERAL MEETING</b>	
<b>Annual General Meeting</b>	54. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one Annual General meeting of the Company and that of the next and provided that such meeting shall be held within nine months after the expiry of the Company's financial year. The Annual General Meeting shall be held at the Office or at some other place in the City of Hyderabad as the Directors shall appoint at a time during business hours on a day that is not a public holiday.
<b>Extraordinary General Meeting</b>	55. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meeting.
<b>Calling of Extraordinary General Meeting by the Board of Directors and on requisition by the members</b>	56. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 169 of the Act. If at any time there are not within the Union of India sufficient Directors capable of acting to form a quorum, Director or any two Members of the Company may convene an Extraordinary General meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

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## **NOTIE OF GENERAL MEETINGS**

<b>Notice of Meeting</b>	57. An Annual General Meeting and an Extraordinary General Meeting shall be called by twenty-one days' notice in writing at the least. The Notice shall be exclusive of the day for which it is given and shall specify the place, the day and the hour of meeting and the business to be transacted and in the case of special business an explanatory statement shall be annexed in accordance with the provisions of Section 173 of the Act and such notice shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Act to all the Members and to the persons entitled to a share in consequence of the death or insolvency of a Member and to the Auditors for the time being of the Company.
<b>As regards omission to give notice</b>	58. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by; any person entitled to receive notice shall not invalidate the proceedings at the meeting.
<b>PROCEEDINGS AT GENERAL MEETING</b>	
<b>Special business</b>	59. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the ordinary reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.
<b>Quorum at General Meeting</b>	60. No business shall be transacted at any General Meeting unless a quorum of Members is present. Save as in these Articles otherwise provided, five Members present in person shall be the quorum.

<p><b>Dissolution or Adjournment of meeting if quorum not present and transaction of business in adjourned meeting</b></p>	<p>61. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of or by members, shall be dissolved in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the Members present shall be a quorum.</p>
<p><b>Nomination of Chairman at every General meeting of the Company</b></p>	<p>62. The Chairman of the Board Directors or in his absence some other Director nominated by the Directors, shall preside as Chairman at every General Meeting of the Company, but if at any meeting no such chairman or other director is present within fifteen minutes after the time appointed for the holding of the meeting or if he is not willing to act the Directors present shall choose some director present to be Chairman of the meeting, or if no Director is present, or if all the directors present decline to take the chair, the Members present shall choose some Member present to be Chairman.</p>
<p><b>Chairman may adjourn meeting with consent and notice to be given thereof where meeting adjourned for 30 days or more</b></p>	<p>63. The Chairman of the meeting may, with the consent of any meeting at which quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from 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. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>

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<p><b>Demand for Poll</b></p>	<p>*64. At any General Meeting, a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result on a show of hands) demanded:</p> <p>(a) By the Chairman of the Meeting: or</p> <p>(b) 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 being not less than one-tenth of the total voting' power in respect of the resolution; or</p> <p>(c) By any member of Members present in person or by proxy and holding shares in the Company on which an aggregate sum of fifty thousand rupees has been paid up; or</p> <p>(d) By any Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid up which is not less than one-tenth of the total sum paid up on all the shares conferring that right.</p> <p>Unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to the effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.</p>
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*\*Article 64 [Clause(b) By at least five members having right to vote on the resolution present in person or by proxy, and,*

*Article 64 Clause (c) By any Member or Members present in person or by proxy and holding not less than one tenth of the total voting power in respect of the resolution are substituted, and, the sentence "The demand for a poll may be withdrawn" – is deleted] –By passing a special resolution at an AGM held on June 19<sup>th</sup>, 1989.*

<b>Manner of taking poll and result thereof</b>	65. Except as provided in Article 67, if poll is duly demanded it shall be taken in such a manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
<b>Entitlement of the chairman to a second or a casting vote</b>	66. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
<b>Time of taking poll</b>	67. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs (not being more than forty-eight hours from the time when the demand was made). And any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
<b>VOTES OF MEMBERS</b>	
<b>Rights of voting of registered holders of equity shares &amp; cumulative redeemable preference shares.</b>	<p>*68. Every Member who is registered holder of Equity Shares, shall on every resolution placed before the Company be entitled in respect of such shares.</p> <p>(a) On a show of hands to one vote if present in person;</p> <p>(b) On a poll, to one vote for each share held, which right may be exercised personally or by a proxy duly appointed and present at the meeting.</p> <p>Every Member who is a registered holder of cumulative redeemable Preference Shares shall, in accordance with Section 87(2) of the Act, (a) on a resolution placed before</p>

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*\*Article 68 – “Ordinary” substituted by “Equity” by passing a special resolution at an AGM held on September 17<sup>th</sup>, 1998.*

	<p>the Company which directly affects the rights attached to such shares, and (b) on all resolutions placed before the Company at any meeting, if a dividend or part thereof shall be unpaid for a period or not less than two years, be entitled in respect of such shares:</p> <p>(i) On a show of hands to one vote if present in person:</p> <p>(ii) On a poll, to ten votes for each share, which right may be exercised personally or through a proxy duly appointed and present at the meeting.</p>
<p><b>Recognition of seniority of Joint holders in case of voting</b></p>	<p>69. Where there are 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 other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the register of Members.</p>
<p><b>How members of unsound mind may vote</b></p>	<p>70. 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 Directors may require of the authority of the person claiming to vote shall have been deposited at the Office or such other office of the Company as may from time to time be designated by the Directors, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.</p>
<p><b>No member to vote unless calls are paid up on shares</b></p>	<p>71. No Member shall, unless the Directors otherwise determine, be entitled to vote at any General Meeting, either personally or by proxy or to exercise any privilege as a Member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.</p>

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<p><b>Objection as regards, qualification of any voter</b></p>	<p>72. 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. Any such objection made in due time shall be referred to the Chairman of the Meeting, whose decision shall be final and conclusive.</p>
<p><b>Instrument of appointing proxy</b></p>	<p>73. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorized. A proxy may be either general or special.</p>
<p><b>Depository of Instrument of appointment of proxy</b></p>	<p>74. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited t the office or such other office of the Company as may from time to time be designated by the Directors, not less than forty eight 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 twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.</p>
<p><b>Members' rights to give proxies to any person and the form of such proxy</b></p>	<p>75. A general or a special proxy may be given by any member to any person or persons over twenty-one years of age and of sound mind for any and every meeting of the Company held at any time and at any and every adjournment of such Meeting, and shall be in force and or full effect and available for any and every meeting until revocation in writing shall have been received by the Company from the Meeting giving such proxy. The appointment of a general proxy shall be in the form following or to the like effect:</p>

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	<p>I, ..... a Member of VST Industries Limited hereby appoint.....of .....or failing him.....of.....or failing him either may in writing appoint any other person to act as my general proxy a any and every meeting of the Company held at any time and at any and every adjournment of such Meeting and this proxy shall be in force and of full effect and available for any and every Meeting until a revocation in writing shall be been received by the Company from me.</p> <p>AS WITNESS my hand this.....day of ..... 19.....</p> <p>Signed</p>
<p><b>Form of special proxy</b></p>	<p>76. The appointment of a special proxy shall be in the form following or to the like effect:</p> <p>I, ..... a Member of VST Industries Limited hereby appoint.....of .....or failing him.....of.....or failing him as my to vote on my behalf at the General meeting or Extraordinary Meeting of the Company (as the case may be) to be held on the ..... day of .....19..... and at any and every adjournment thereof.</p> <p>AS WITNESS my hand this.....day of ..... 19.....</p> <p>Signed</p>
<p><b>Authority vested in a proxy through the instrument</b></p>	<p>77. The instrument appointing a proxy shall be deemed to confer authority to demand or join demanding a poll, but the proxy shall not be entitled to vote except on a poll.</p>
<p><b>Validity of votes given by proxy notwithstanding any incapacity of the member.</b></p>	<p>78. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer</p>

	Of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation of transfer as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
<b>CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS</b>	
<b>Corporations acting by representatives at meetings</b>	79. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.
<b>DIRECTORS</b>	
<b>Number of Directors</b>	*80. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than four not more than twelve.
	**81. Deleted.
<b>Remuneration of a Director other than a wholtime Director or Managing Director</b>	***82. (1) Until otherwise determined by the Company in General Meeting each Director other than a Wholtime Director or Managing Director shall be paid out of the funds of the Company by way of remuneration for his service in attending meetings of Directors such sum in accordance with the provisions of the Act or any Rules to be made thereunder for each Board Meeting and for Meeting of a Committee of Directors attended by him.

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*\*Article 80 – Altered by passing a special resolution at an EGM held on April 23<sup>rd</sup>, 1988.*

*\*\*Article 81 – (Each Director shall hold 10 Ordinary Shares in Company). Deleted by passing a special resolution of an AGM held on January 28<sup>th</sup>, 1966.s*

*\*\*\* Article 82(1) – Altered by passing a special resolution at an AGM held on April 23<sup>rd</sup>, 1988.*

<b>Remuneration of Wholetime or Managing Directors</b>	<p>(2) The remuneration of wholetime of Managing Directors shall be paid monthly and shall be deemed to accrue from dy to day and the rate of such monthly remuneration shall be determined from time to time by the Directors subject to the provisions of the Act and if required by law, to the onsent of the Government of India.</p>
<b>Reimbursement of expenses incurred in connection with business</b>	<p>(3) In addition to the remuneration payable to them the Directors may be paid all travelling, hotel and other expenses properly incurred by them.</p> <p>i) In attending and returning from meeting of the Board of Directors or a Committee thereof or General meeting of the Company; or</p> <p>ii) In connection with the business of the Company.</p>
<b>BORROWING POWERS</b>	
<b>Borrowing powers of the Directors.</b>	<p>83. Subject to the provisions of section 293(1)(d) of the Act, the Directors may from time to time raise or borrow for the purpose of the Company or secure the payment of any sum or sums of money. The Directors may raise or secure the repayment of such moneys in such manner and upon ;such terms and conditions as they think fit, and in particular by mortgages or bonds or by the issue of debentures or debenture stock of the Company, perpetual or terminable, and with or without a trust deed charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being.</p>
<b>The directors shall decide on the mode of securities to be issued</b>	<p>84. Subject to the provisions of the last preceding Article, such mortgages, bonds, debentures and other securities as aforesaid may be on such terms and conditions and with or without power of sale and with such other powers as the Directors shall think fit.</p>

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**POWERS AND DUTIES OF DIRECTORS**

<b>General Powers of the Board</b>	85. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless, to any of these Articles, to the provisions of the Act, and to such regulations being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
<b>Other Powers of the Board</b>	*86. Without prejudice to the general power conferred by the last preceding Article, and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, it is hereby expressly declared that the Directors shall have the following powers, that is to say:-
<b>To execute deeds and make contracts</b>	(a) They may execute all deeds, enter into contracts for the Company and contract on behalf of the Company such debts and liabilities as the directors may think necessary in managing the affairs and transacting the business of the Company, and may discharge the debts and liabilities of the Company.
<b>To appoint Presidents, Senior Vice Presidents, General Managers, Secretary and other employees of the Company.</b>	(b) They may appoint and at their pleasure remove or suspend such officials including Presidents, Senior Vice President, Vice Presidents, General Managers, Departmental Managers, Operations Manager, Assistant Superintendents, Lady Officers, Secretarial Staff, Clerks and other employees of the Company as may be required for the conduct of the business of the Company either for permanent or temporary or special service as the Directors may from time to time deem expedient and may determine the duties and powers of such officials, staff, clerks and employees of the Company and may fix the

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	<p>Amount of their salaries and emoluments and pay the same out of the funds of the Company. Any of the Directors may be appointed to the office of President or General Manager by the Directors subject to removal and subject to the provisions of Section 314 of the Act and subject to removal, any Director may be appointed to be the Secretary or to hold any other office or employment under the Company. Directors may be paid such salary or other remuneration whether by way of commission or bonus or otherwise as the Directors shall from time to time determine.</p>
<p><b>To appoint Managing Directors and to delegate powers to a member of the Board or other official or agent of the Company</b></p>	<p>(c) They may, in accordance with the provisions of the act and these Articles, by their resolution appoint a Managing Director or Managing Director and by letter of attorney or other deed or instrument under the seal of the Company or by writing not under seal delegate to any Director, President, Senior Vice President, Vice President, General Manager or other official or agent of the Company such of the powers of the Company or of the Directors which in their discretion they think expedient for the due conduct, management and regulation of any of the business or affairs of the Company.</p>
<p><b>To remunerate any servant of the Company</b></p>	<p>(d) They may remunerate any person rendering services to the Company, whether in its regular employ or not, in such manner as to them may seem fit.</p>
<p><b>To award special remuneration to Directors</b></p>	<p>(e) Irrespective of the powers conferred by the last preceding clause they, subject to the sanction of the Central Government if necessary, may award special remuneration out of the funds of the Company to any Directors for special services rendered to the Company.</p>

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<p><b>To borrow and lend money, acquire property and plants etc</b></p>	<p>(f) They may, subject to the provisions of Section 293 of the act, for carrying on and managing the business of the Company, invest, borrow and lend money (except to themselves) and purchase, hire, rent or acquire any houses, warehouses, buildings or land of any tenure, or acquire any leasehold or other interest in any houses, warehouses, buildings or land, on such terms as they may from time to time think advisable. They may pull down, remove, alter or convert any such houses, warehouses, or buildings in lieu thereof on any land purchased, hired, rented or acquired as aforesaid, in such manner as they may consider necessary or advisable for carrying on the business of the company. They may purchase or otherwise acquire machinery, plant and other effects, and incur against loss by fire all or any such houses, warehouses, or buildings, and may let, or demise or give possession of the whole or any part of the same whether fitted up or furnished or otherwise, to such person or persons, and on such terms as to tenancy or occupation as they may consider advisable with regard to the interests of the company, and the promotion or carrying on of its business. They may from time to time sell and buy in any such lands, houses, warehouses, or buildings as aforesaid, and may let, demise or resell the same, and may otherwise deal with all or any of the same as they consider most conducive to the interests of the Company.</p>
<p><b>To acquire or amalgamate with another business</b></p>	<p>(g) They may, upon such terms as they think fit, purchase or otherwise acquire or undertake the whole or any part of the business, assets, and liabilities, including shares, stocks, bonds, debentures, mortgages or other obligations or any or either of them, of any other company, trust,</p>

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	<p>Corporation or person carrying on, any business which this company is authorized to carry on, or possessed of any property or right suitable for the purposes of this Company, and to acquire the business of any company, corporation or trust, if deemed expedient, by amalgamation with such company, corporation or trust, instead of by purchase in the ordinary way.</p>
<p><b>To pay for business acquired in cash or otherwise</b></p>	<p>(h) They may pay for any business or undertaking, or any property or rights acquired by the Company, in cash or subject to the consent of the Company in General Meeting in shares, with or without preferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as they may determine.</p>
<p><b>To sell the business or undertaking of the Company</b></p>	<p>(i) Subject to the provisions of Section 293(1) of the Act, they may sell the business or undertaking of the Company, or any part thereof, including any shares, stocks, bonds, debentures, mortgages, or other obligations or securities, or any or either of them, patents, trade marks, trade names, copyrights, licences or authorities, or any estate, rights, property, privileges or assets of any kind.</p>
<p><b>To accept payment for sale of business or undertaking of the Company</b></p>	<p>(j) They may, subject to the provisions of Section 293(1) of the Act, accept payment for the business or undertaking of the Company, or for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash or by instalments or otherwise or in shares or bonds of any Company, trust or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by means of a mortgage, or by debentures, debenture stock, mortgage debentures, or bonds of any company, trust or corporation, or partly in one mode and partly in another and generally on such terms as they may determine.</p>

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<p><b>To bring and defend actions etc.</b></p>	<p>(k) They may institute, intervene in, conduct, defend, compromise, refer to arbitration, and abandon legal, and other proceedings, and claims by and against the Company, and Directors and officers of the Company and otherwise concerning the affairs of the Company.</p> <p>(l) They may, subject to the provisions of Section 293(1)(b) of the Act, compound for debts or give time for the payment of debts due to the Company.</p>
<p><b>To do the matters in Memorandum of Association</b></p>	<p>(m) They may do any or all the things or matters mentioned in the Memorandum of Association.</p>
<p><b>Declaration of contract in which Directors are interested</b></p>	<p>87. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 299 of the Act.</p>
<p><b>Interested Director not to participate or vote in Board's Proceedings</b></p>	<p>(2) In accordance with Section 300 of the Act a Director shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do his vote shall not be counted nor shall he be counted in the quorum present at the meeting.</p>
<p><b>Contract shall not be liable to be avoided if a Director is interested</b></p>	<p>(3) Subject to the provisions of Section-297 and 299 of the Act, no contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested shall be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized on any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.</p>

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<p><b>Directors shall determine the execution of cheques, promissory notes etc.</b></p>	<p>88. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.</p>
<p><b>Proceedings to be caused by the directors to be recorded in the minute books</b></p>	<p>89. The Directors shall cause minutes to be made in books provided for the purpose:</p> <ul style="list-style-type: none"> <li>(a) of all appointments of officers made by the Directors.</li> <li>(b) of the names of the Directors present at each meeting of the Directors and of any Committee of the Directors.</li> <li>(c) of resolutions and a fair and accurate summary of the proceedings of all meetings of the Company;</li> <li>(d) of all resolutions of meetings of the Directors and of Committees of the Directors including the names of the Directors, if any, dissenting from or not concurring in any resolution;</li> </ul> <p>Any such minute if purporting to be signed by the Chairman of the meeting at which proceedings were held, or by the Chairman of the next succeeding meeting, shall be evidence of the proceedings.</p>
<p><b>Resolution recorded shall remain valid till rescinded</b></p>	<p>90. Every order or resolution which appears recorded as part of the proceedings, and notwithstanding it to be impeachable on any ground whatever, shall, so long as the order or resolution subsists unrescinded, be treated, recognized and acted upon as valid and binding on all the Members and their representatives, so far as the order or resolution of the Board</p>

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	Can bind them, and shall be sufficient authority for all acts an proceedings in conformity therewith.
<b>Erroneous Minutes book may be amended</b>	91. Nevertheless, the Minutes Book may be amended according to the fact where it shall be shown to be erroneous and such correction may be made by order of the Directors or of a General Meeting, as the case may be.
<b>DISQUALIFICATION OF DIRECTORS</b>	
<b>When office of a Director shall become vacant</b>	92. The office of the Director shall be vacated facto:  (a) If by notice in writing given to the Company he resigns his office. (b) In any of the events specified in sub-section(1) of Section 283 of the Act.
<b>RETIREMENT OF DIRECTORS</b>	
<b>Determination of Directors whose period of office shall be subject to retirement of directors by rotation</b>	*93. Not less than two-thirds of the total number of Directors, excluding the Independent Directors appointed on the Board of the Company shall be persons whose period of office is liable to determination by retirement of Directors by rotation.  At the Annual General Meeting in every year one third of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office. A Director retiring at a meeting shall retain office until the dissolution of that meeting.  Notwithstanding anything contained to the contrary in these Articles, the Managing Director(s) shall not be director(s) liable to retire by rotation during his tenure of office.
<b>Ascertainment of Directors retiring by rotation</b>	94. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
<b>Eligibility for re-election</b>	95. A retiring Director shall be eligible for re-election.

*\*Article 93 – altered by passing a Special Resolution through postal ballot/e-voting on 23.3.2015*

<p><b>Company's Power to fill vacancy in a General Meeting</b></p>	<p>96. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing the retiring Director or some other person thereto, and if the place of the retiring Directors is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place and if at the adjourned meeting also the place of the retiring Director is not filled and that meeting also has not expressly resolved not to fill the vacancy, the retiring Directors shall subject to the provision of Section 256(4)(b) of the act, be deemed to have been appointed.</p>
<p><b>From time to time Company to determine on the number of Directors</b></p>	<p>97. Subject to the provision of Section 258 of the Act, the Company may from time to time by Ordinary Resolution increase or reduce the number of Directors within the limits fixed by these Articles, and may also determine in what rotation the increased or reduced number is to go out of Office.</p>
<p><b>Filling of casual vacancy and appointment of additional Directors</b></p>	<p>98. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed by or in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election and shall not be taken into account in determining the Directors who are to retire by rotation, at such meeting.</p>
<p><b>Removal of Directors.</b></p>	<p>99. In accordance with the provisions of Section 284 of the Act the Company may by Ordinary Resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.</p>

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<p><b>Company's Power to fill vacancy with another person</b></p>	<p>100. The Company may likewise by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding Article, and without prejudice to the powers of the Director under Article 98 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.</p>
<ul style="list-style-type: none"> <li>• <b>Director's notice of resignation</b></li> </ul>	<p>101. The Managing Director or Wholetime Director may resign from his office upon giving six months' notice in writing to the Company of his intention so to do, or such shorter notice as may be agreed to by the Board and such resignation shall take effect upon the expiration of six months' notice of such resignation or upon expiration of such shorter notice as agreed to by the Board."</p>
<p><b>Alternate Director</b></p>	<p>102. A Director who is absent from or who is about to leave the district in which the meeting of the Directors are ordinarily held for period of not less than three months may, in writing request the Directors to appoint any person to be an Alternate Director during his absence from the district and such appointment shall have effect and such appointee while he holds office shall be entitled to notice of Meetings of the Directors and to attend and vote thereat accordingly and generally to exercise all the rights and functions of such absent Director subject to any limitations or restrictions in the instrument appointing him, but he shall not require any qualifications and he shall ipso facto vacate office if and when his appointor returns to the district or vacates office as a Director.</p>
<p><b>PROCEEDINGS OF DIRECTORS</b></p>	
<p><b>Directors Meetings</b></p>	<p>103. The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.</p>

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*\*Article 101 is revised by passing a Special Resolution at the AGM held on July 28<sup>th</sup>, 2005.*

<b>Quorum</b>	104. The quorum necessary for the transaction of the business of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions by or under these Articles for the time being vested in or exercisable by the Directors generally.
<b>If quorum present, meeting shall be competent to exercise all authorities</b>	105. A meeting of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions by or under these Articles for the time being vested in or exercisable by the Directors generally.
<b>The Directors can only act for certain purposes if the number is reduced below the required minimum</b>	106. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or in accordance with these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting of the Company, but for no other purpose.
<b>Directors may appoint a Chairman and Deputy Chairman</b>	107. The Directors may elect a Chairman and one or more Deputy-Chairman of their meetings, and determine the period for which they are respectively to hold office, but if no such Chairman or Deputy-Chairman be elected, or if at any meeting none of them be present at the time appointed for holding the same, the Directors shall choose some one of their number to be Chairman of such meeting.
<b>Casting vote of the Chairman</b>	108. In the case of an equality of votes the Chairman of the meeting, if he be the Chairman elected under the last preceding Article, shall have a second or casting vote, but no other Chairman of a meeting of Directors shall have a second or casting vote.

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<b>Directors to fill vacancy of the office of the Chairman &amp; Deputy Chairman</b>	109. The office of Chairman or Deputy-Chairman may be filled up on any vacancy by the Directors.
<b>Directors may delegate power to committees</b>	110. The Directors may, subject to the provisions of Section 292 of the Act delegate any of their powers to Committees consisting of such Member or Members of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
<b>Committee may elect a Chairman</b>	111. A Committee may elect a Chairman of its meetings, if no such Chairman is elected, or if at any meeting the Chairman is not present at the time appointed for holding the same, the Members present may choose one of their number to be Chairman of the meetings.
<b>The meetings of a Committee</b>	112. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of an equality of vote the Chairman shall have a second or casting vote. The quorum for a meeting of a Committee consisting of two or more Members, unless otherwise determined by the Committee shall be two.
<b>Acts of the Board or Committee to be valid notwithstanding informed appointment</b>	113. All acts done by any meeting of Directors or of a Committee of Directors or by any person acting as a Director shall not notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them, were disqualified or had vacated office or were not entitled to vote be as valid both against and in favour of the Company and all other persons (but not in favour of such person) as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

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	<p>A resolution in writing signed by all the Directors, shall except for the matters mentioned in Section 292 of the Act, be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.</p>
<p><b>PENSIONS AND ALLOWANCES</b></p>	
<p><b>Pensions &amp; Allowances</b></p>	<p>114. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or 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 of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time wholetime Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of, any such person, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as foresaid, or of any such person as foresaid, and make payments for or towards the insurance of any such persons as aforesaid, and subject to the provisions of the Memorandum of association and the Act, subscribe or guarantee, money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any whole-time Director shall be entitled to participate in and retain for his own benefit any such donation gratuity, pension, allowance or emolument.</p>



<b>SECRETARY</b>	
<b>Appointment and removal of Secretary</b>	115. The Secretary shall be appointed by the Directors, and any Secretary so appointed may be removed by them.
<b>When any Assistant or Deputy Secretary may act</b>	116. Anything by the Act required or authorized to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any Assistant or Deputy Secretary, or if there is no Assistant or Deputy Secretary, or if there is no Assistant or Deputy Secretary capable of acting, by or to any officer of the Company authorized generally or specially in that behalf by the Directors. Provided that any provision of the Act or of these Articles requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of the Secretary.
<b>SEAL</b>	
<b>Custody of the Seal</b>	*117. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Directors or a Committee of Directors authorized in that behalf. Any document other than a Share Certificate to which the Seal of the Company is affixed shall be signed either by two-directors or by one Directors and the Secretary.
<b>DIVIDENDS AND RESERVES</b>	
<b>Declaration of dividends</b>	118. The company in General meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.

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*\*Article 117 –[Seal of the company to the affixed in presence of 2 Directors]- Deleted and substituted by new Article 117 by passing a special resolution at an AGM held on January 15<sup>th</sup>, 1962.*

<p><b>Interim dividends</b></p>	<p>119. The Directors may if they think fit from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the company, is divided into different classes the Directors may pay such interim dividends in respect of the Ordinary Shares of the company as well as in respect of hose shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bonafide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on such Ordinary Shares. The Directors may also pay half yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.</p>
<p><b>No dividends payable otherwise than out of profits</b></p>	<p>120. No dividend shall be paid otherwise than out of the profits.</p>
<p><b>Transfer of profits to reserves etc.</b></p>	<p>121. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves, which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the company may be properly applied including a Capital Redemption reserve fund, and pending such application 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 Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.</p>
<p><b>Proportionate dividends to amount paid up on shares</b></p>	<p>122. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the</p>

	<p>Shares in respect whereof the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned pro-rata according to the amounts paid up on the shares during any proportion or proportions of the period in respect of which the dividend is paid except that if any share is issued on terms provided that it shall rank for dividend as if paid (in whole or in part) as from a particular date such share shall rank for dividend accordingly.</p>
<p><b>Unpaid calls can be deducted from dividends.</b></p>	<p>123. The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.</p>
	<p>*124.Deleted.</p>
<p><b>Forfeiture of unclaimed dividend</b></p>	<p>**125. Unpaid dividends will be dealt with in accordance with the provisions of the Act. Provided that no unclaimed dividend shall be forfeited before the claim thereto becomes barred by law. The Directors may remit forfeiture whenever they think proper.</p>
<p><b>Dividends, how remitted</b></p>	<p>126. Any dividend or other moneys payable in cash or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled thereto and in the case of joint holders, to any one of such joint holders, or to such person and to such address as the holders or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders may, direct and payment of the cheque or warrant if purporting to be duly endorsed shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.</p>

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*\*Article 124 [Distribution of capital assets in excess of paid up capital] – Deleted by passing a special resolution at an AGM held on September 17<sup>th</sup>, 1998.*

*\*\*Article 125 – Addition of proviso at the end by passing a special resolution at an EGM held on February 6<sup>th</sup> 1975.*

<b>Joint Shareholders</b>	127. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.
	*128. Deleted.
<b>CAPITALISATION OF PROFITS</b>	
<b>Capitalisation of profits &amp; reserves</b>	129. The Company in General Meeting may on the recommendation of the Directors resolve that it is desirable to capitalise any undivided profit of the Company (including profits carried and standing to any reserve or reserves) not required for paying the fixed dividends with or without further participation in profits or, subject as hereinafter provided, any sum standing to the credit of share premium account or capital redemption reserve fund, and accordingly that the Directors be authorized and directed to appropriate the profits or sums resolved to be capitalized to the members in the proportion in which such profits or sums would have been divisible amongst them had the same applied or been applicable in paying dividends and to apply such profits or sum on their behalf, either in or towards paying up the amounts if any, for the time being unpaid on any shares or debentures held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid or partly in one way and partly in the other, provided that the share premium account or capital redemption reserve fund may, for the purpose of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid.

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*\*Article 128 [Company in General Meeting may direct the mode of payment of dividend] – Deleted by passing a special resolution at an AGM held on September 17<sup>th</sup>, 1998.*

<p><b>The Directors shall effect the capitalization of profits</b></p>	<p>130. Whenever such a resolution as aforesaid shall have been passed the Directors shall make an appropriations and applications of the profits or sums resolved to be capitalized thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provisions by issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorize any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up of any further shares to which they may be entitled upon such capitalization and any agreement made under such authority shall be effective and binding on all such Members.</p>
<p><b>ACCOUNTS</b></p>	
<p><b>Books of account to be kept</b></p>	<p>131. The Directors shall cause proper books of account to be kept with respect to :-</p> <ul style="list-style-type: none"> <li>(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;</li> <li>(b) all sales and purchases of goods by the Company; and</li> <li>(c) the assets and liabilities of the Company,</li> </ul> <p>Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.</p>
<p><b>Where books of account to be kept</b></p>	<p>132. The books of account shall be kept at the office or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.</p>

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<b>Inspection by Members</b>	133. The Directors 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 the shall be open to the inspection of Members not being Directors, and 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 statute or authorized by the Directors or by the Company in General meeting.
<b>Financial records to be laid before the company in General Meetings.</b>	134. The Directors shall from time to time, in accordance with Section 219, 211 and 217 and Schedule VI of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, income and expenditure accounts, balance sheets and reports as are referred in those sections.
<b>A copy of Balance Sheet or statements be sent to Members before General Meetings</b>	*135. A printed copy of every Balance Sheet (including every document required by law to be annexed or attached thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's Report or a statement containing salient features of such documents in he prescribed form, as laid down under Section 219 of the Companies Act, 1956, as the Company may deem fit shall, not less than twenty one days before the date of the meeting be sent to every person entitled thereto pursuant to the provisions of Section 219 of the Companies act, 1956. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares.
<b>AUDIT</b>	
<b>Appointment and duties of auditors.</b>	136. Auditors shall be appointed and their duties regulated in accordance with Section 227 of the Act or any statutory modification thereof for the time being in force.

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*\*Article 135 [ Copy of Balance Sheet, Auditor's Report or statement containing salient features of such documents to be sent to every members of the Company]. Deleted and substituted by new Article 135 by passing a special resolution at an AGM held on June 19<sup>th</sup>, 1989.*

## NOTICES

<b>Service of notice on Members</b>	137 (1) A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or (if he has no registered address in the Union of India) to the address, if any within the Union of India supplied by him to the Company for the giving of notices to him.
<b>Service of notice by post</b>	(2) Where a notice is sent by post service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, provided that where a Member has intimated to the Company in advance that notice should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member, and unless the contrary is provided, such notice shall be deemed to have been effected in the case of a notice of a meeting at the expiration of forty-eight hours after the latter containing the same was posted.
<b>Service of notice on a general proxy</b>	(3) In the case of a Member who has given a general proxy the notice shall be sent to the person for the time being holding the proxy and duplicate to the Member at his registered place of address.
<b>Advertisement of notice</b>	138. A notice advertised in a newspaper circulating in the neighborhood of the Office shall be deemed to be duly served on the day on which the advertisement appears to every Member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him.

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<b>Service of notice on joint holders</b>	139. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.
<b>Service of notice on persons acquiring shares on death or insolvency of a member</b>	140. A notice may be given by the Company to the persons entitled to a share in consequences of the death or insolvency of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose of the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred.
<b>Persons entitled to notice of General Meetings</b>	141. Notice of every General Meeting shall be given in same manner herein before authorized to 9a) every Member of the Company, and to (b) every person entitled to a share in consequence of the death or insolvency of member, who but for his death or insolvency would be entitled to receive notice of the Meeting, and to (c) the Auditor of the Company.
<b>Service of Notice on members abroad in case of winding up</b>	142. In the event of the winding-up of the Company, every Member of the Company who is not for the time being in India shall be bound within fourteen days after the passing of an effecting resolution to wind up the Company to serve notice in writing on the Company appointing some householder in India upon whom all, summons, notices, processes order and judgements in relation to or under the winding-up of the Company may be served and in default of such nomination the Liquidator of the Company shall be at liberty on behalf of such Member, to appoint some such person, and serve upon any such appointee whether appointed by the Member or the Liquidator, shall be deemed to be good personal service on such Member for all purposes, and where the Liquidator

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	<p>Makes any such appointment he shall, with all convenient speed, give notice thereof to such Members by a registered letter, sent through the post, and addressed to such Member at his address, as mentioned in the Register of Members of he Company, and such notice shall be deemed to be served on the day on which the letter would be delivered in the ordinary course of post.</p>
<p><b>DISCOVERY</b></p>	
<p><b>Directors t have absolute discretion on divulging trade secrets.</b></p>	<p>143. No Member (not being a Director) at General or other Meeting of Members shall be entitled subject to Article 133 to require discovery of or any information respecting any detail of the Company’s trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in interest of the Members of the Company to communicate. In exercising their powers hereunder the Directors shall have an absolute discretion and shall be under no obligation whatsoever to assign any reason for the decision made by them.</p>
<p><b>Directors to have absolute Power to refuse inspection by members</b></p>	<p>144. No Member (not being a Director) shall be entitled to enter the property of the Company or to inspect and examine the premises or properties of the Company without the permission of the Directors of the Company for the time being. In exercising their powers hereunder the Directors shall have absolute discretion and shall have an absolute power to refuse such application and shall be under no obligation whatsoever to assign any reason for the decisions made by them.</p>

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<b>WINDING UP</b>	
<b>Rights of members in case of winding up</b>	145. In the event of the Company being wound up the rights of the Members shall be as provided by the Articles of Association and as have been determined by the Company in General Meeting prior to such winding up.
<b>The liquidator may divide assets among Members</b>	146. 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 among the Members in specie the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may with the like sanction, rest 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.
<b>INDEMNIT</b>	
<b>Directors &amp; others to be indemnified by the Co.</b>	147. Each Director, Manager, Secretary and other Officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant, may incur or become liable to by reason of any contract entered into, or ac or deed done by him as such officer or servant, or in any way in the discharge of his duties, including travelling expenses, and in connection with any application under Section 633 of the Act in which relief is granted to him by the Court in accordance with Section 201 of the Act.

**Liability of Directors and Officers in respect of acts of other Directors and Officers.**

148. No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any loss, or damage occasioned by any error in judgement or over sight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or relation thereto, unless the same happens through his own dishonesty.

**RESOLUTIONS AFFECTING  
MEMORANDUM AND/OR ARTICLES OF  
ASSOCIATION PASSED AT  
GENERAL MEETINGS**

**(HYDERABAD COMPANIES ACT NO.IV OF 1320 FASLI)**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS**

**THE VAZIR SULTAN TOBACCO COMPANY LIMITED**

**Passed 7<sup>th</sup> November, 1935**

**Confirmed 23<sup>rd</sup> November 1935**

**At an EXTRAORDINARY GENERAL MEETING the following RESOLUTION was duly confirmed as a SPECIAL RESOLUTION.**

- 1. That it is desirable that the sum of O.S.Rs.5,94,390 being part of the undivided profits of the Company standing to the credit of the Company's Reserve Fund be capitalized and appropriated for distribution as a Capital Bonus among the Members holding Ordinary Shares appearing on the Register of Members on the 14<sup>th</sup> day of October, 1935 and that such sum be applied in making payment in full on behalf of the Members (In the proportions in which such Members would have been entitled to participate therein if the same had been distributed as a dividend in cash) for 59,439 Ordinary Shares of the Company of O.S.Rs.10 each and that the Directors be authorized to allot and distribute such shares credited as fully paid up and on the footing of ranking for dividend as from the 23<sup>rd</sup> day of November, 1935, "Pro-rata" among the members appearing on the Register of Members on the 14<sup>th</sup> day October, 1935, at the rate of three such Ordinary Shares of O.S.Rs.10 each for every five Ordinary Shares of O.S.Rs.10 each held by them in the Company fractional Certificates representing the right of such Members to a fraction of an Ordinary Share being issued whenever necessary to effect such distribution, and further that the Directors be authorized to appoint on behalf of the said Members such person as they (the Directors) may determine to enter into an Agreement with the Company providing for the allotment accordingly to the said Members of the said 59,439 Ordinary Shares credited as fully paid up and that the Directors do cause such Agreement when executed to be filed in accordance with Section 28 of the Hyderabad Companies Act No.IV of 1320 Fasli.**

**Passed on 8<sup>th</sup> May, 1944**

**Confirmed 24<sup>th</sup> May 1944**

**AT an EXTRAORDINARY GENERAL MEETING the following RESOLUTION was duly confirmed as a SPECIAL RESOLUTION.**

That it is desirable that the sum of O.S.Rs3,96,260 being part of the undivided profits of the Company standing to the credit of the Company's Reserve Fund be capitalized and appropriated for distribution as a Capital Bonus among the members of the Company holding Ordinary Shares and appearing on the Register of Members on the twentieth day of April, 1944, that such sum be applied in making payment in full on behalf of such Members for 39,626 Ordinary Shares of the Company of O.S.Rs.10 each, that the Directors be authorized to distribute and allot such shares credited as fully paid up and ranking for dividend as from the twenty fifth day of May, 1944 among such members at the rate of one such Ordinary Share for every four Ordinary Shares held by each such Member, that in case any difficulty arises in regard to such distribution the Directors be authorized to settle the same as they may think expedient, that the Directors be authorized to appoint on behalf of such members such person as the Directors may determine to enter into an Agreement with the Company providing for the allotment accordingly to such Members of such Ordinary Shares credited as fully paid up and for the disposal of fractions of Ordinary Shares credited as fully paid up and for the disposal of fractions of the proceeds of the sale thereof and that the Directors do cause such Agreement when executed to be filed in accordance with Section 28 of the Hyderabad Companies Act.

**Passed 8<sup>th</sup> November, 1945**

**Confirmed 28<sup>th</sup> November 1945**

**At an EXTRAORDINARY GENERAL MEETING the following RESOLUTION was duly confirmed as a SPECIAL RESOLUTION**

- 1) That it is desirable that the sum of O.S.Rs.5,18,700 being part of the undivided profits of the Company standing to the credit of the Company's Reserve Fund be capitalized and appropriated for distribution as a Capital Bonus among the Members of the Company holding Ordinary Shares and appearing on the Register of Members on the twenty ninth day of October, 1945, that such sum be , in making payment in full on behalf of such Members for 51,870 Ordinary Shares of the Company of O.S.Rs.10 each, that the Directors be authorized to distribute and allot such shares credited as fully paid up and ranking for dividend as from the twenty ninth day of November, 1945, among such Members at the rate of one such Ordinary Share for every 38,197 Ordinary Shares held by each such Member that in case any difficulty arises in regard to such distribution the Directors be authorized to appoint on behalf of such members such person as the Directors may determine to enter into an Agreement with the Company providing for the allotment accordingly to such Members such Ordinary shares credited as fully paid up and for the disposal of fractions of Ordinary Shares and for the payment to the Members entitled to such fractions of the proceeds of the sale thereof and that the Directors do cause such Agreement when executed to be filed in accordance with Section 28 of the Hyderabad Companies Act.

**Passed on 10<sup>th</sup> May, 1947**

**Confirmed 24<sup>th</sup> May 1947**

**AT an EXTRAORDINARY GENERAL MEETING the following RESOLUTION was duly confirmed as a SPECIAL RESOLUTION.**

1. That it is desirable that the sum of O.S.Rs.12,50,000 being part of the undivided profits of the Company standing to the credit of the Company's Reserve Fund be capitalized and appropriated for distribution as a Capital Bonus among the Members of the Company holding Ordinary Shares and appearing on the Register of Members on the first day of May, 1947 that such sum be applied in making payment in full on behalf of such Members for 1,25,000 Ordinary Shares of the Company of O.S.Rs.10 each, that the directors be authorized to distribute and allot such shares credited as fully paid up and ranking for dividend as from the first day of May, 1947, among such Members at the rate of one such Ordinary Share for every two Ordinary Shares held by each such Member, tht in case any difficulty arises in regard to such distribution the Directors be authorized to settle the same as they may think expedient. That The Directors be authorized to appoint on behalf of such members such persona s the Directors may determine to enter into an Agreement with the Company providing for the allotment accordingly to such Members such Ordinary shares credited as fully paid up and for the disposal of fractions of Ordinary Shares and for the payment to the Members entitled to such fractions of the proceeds of the sale thereof and that the Directors do cause such Agreement when executed to be filed in accordance with Section 28 of the Hyderabad Companies Act.

The consent of the Prime Minister, H.E.H. the Nizam's Government, to the distribution of such 1,25,000 Ordinary Shares has been obtained.

Passed 8<sup>th</sup> June, 1951

**AT an EXTRAORDINARY GENERAL MEETING the following RESOLUTIONS were duly confirmed as ORDINARY RESOLUTIONS:-.**

1. That it is desirable that the sum of O.S.Rs.12,50,000 being part of the undivided profits of the Company standing to the credit of the Company's Reserve Fund be capitalized and appropriated for distribution as a Capital Bonus among the Members of the Company holding Ordinary Shares and appearing on the Register of Members on the Fourteenth day of April, 1951 and that such sum be applied in making payment in full on behalf of such Members for 1,25,000 Ordinary Shares of the Company of O.S.Rs.10 each, that the Directors be authorized to distribute and allot such shares credited as fully paid up and ranking for dividend as from the Sixteenth day of May, 1951, among such Members at the rate of one such Ordinary Share for every three Ordinary Shares held by each such Member, that in case any difficulty arises in regard to such distribution the Directors be authorized to settle the same as they may think expedient, that the Directors be authorized to appoint on behalf of such members such persons as the Directors may determine to enter into an Agreement with the Company providing for the allotment accordingly to such Members of such Ordinary shares credited as fully paid up and providing for the disposal of fractions of Ordinary Shares and for the payment to the Members entitled to such fractions of the proceeds of the sale thereof.
2. That the payment of a donation of O.S. RS.110,000 from the Company's assets to the Hyderabad State Congress for the construction of "Gandhi Bhawan' be confirmed.

*N.B. 'Consent of the Central Government has been obtained to this issue by an order of which a complete copy is open to public inspection at the Head Office of Company. It must be distinctly understood that in giving this consent the Government of India do not take any responsibility for the financial soundness of any schemes or for the correctness of any of the statements made or opinions expressed with regard to them.'*



Passed 19<sup>th</sup> September, 1952

**AT an EXTRAORDINARY GENERAL MEETING the following RESOLUTION wase duly confirmed as ORDINARY RESOLUTION:-.**

That it is desirable that the sum of O.S.Rs.50,00,000 being part of the undivided profits of the Company standing to the credit of the Company's Reserve Fund be capitalized and appropriated for distribution as a Capital Bonus among the Members of the Company holding Ordinary Shares and appearing on the Register of Members on the Eighteenth day of August, 1952 and that such sum be applied in making payment in full on behalf of such Members for 5,00,000 Ordinary Shares of the Company of O.S.Rs.10 each, that the Directors be authorized to distribute and allot such shares credited as fully paid up and ranking for dividend as from the twentieth day of September, 1952, among such Members at the rate of one such Ordinary Share for every three Ordinary Shares held by each such Member, that in case any difficulty arises in regard to such distribution the Directors be authorized to settle the same as they may think expedient , that the Directors be authorized to appoint on behalf of such members such person as the Directors may determine to enter into an Agreement with the Company providing for the allotment accordingly to such Members of such Ordinary shares credited as fully paid up.

The following resolution was duly passed as a SPECIAL RESOLUTINB:-

1. A Director who is absent from or who is about to leave the district in which the Meetings of the Directors are ordinarily held for a period of not less than three months may, with the consent of the Board of Directors, appoint any person to be an Alternate Director during his absence from the district and such appointment shall have effect and such appointee while he holds office shall be entitled to notice of Meetings of the Directors and to attend and vote thereat accordingly and generally to exercise all the rights and functions of such absent Director subject to any limitations or restrictions in the instrument appointing him, but he shall not require any qualifications and he shall ipso facto vacate office if and when his appointer returns to the district or vacates office as a Director and any appointment under this Article shall be effected by an instrument in writing under the hand of the appointer.

*N.B. 'Consent of the Central Government has been obtained to this issue by an order of which a complete copy is open to public inspection at the Head Office of Company. It must be distinctly understood that in giving this consent the Government of India do not take any responsibility for the financial soundness of any schemes or for the correctness of any of the statements made or opinions expressed with regard to them.'*

Passed on 27<sup>th</sup> April, 1954

**AT an EXTRAORDINARY GENERAL MEETING the following RESOLUTION was duly confirmed as an ORDINARY RESOLUTION.**

That the issued Capital of the Company be increased and converted from O.S.Rs.1,00,00,000 divided into 10,00,000 Ordinary Shares of O.S.Rs.10 each to I.G.Rs.1,00,00,000 divided into 10,00,000 Ordinary Shares of I.G.Rs.10 each fully paid as to I.G.8/9/2 the official rate of conversion being I.G.Rs.100 for O.S.Rs.116/10/8 and that the sum of I.G.Rs.14,28,571/7/0 be capitalized out of the sum of I.G.Rs.34,53,571/7/0 standing at the credit of the Company's General Reserve Fund and be applied in payment of the sum of I.G.Rs.1/6/10 in respect of each issued ordinary so that such shares be fully paid up as to I.G.Rs.10.

The following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

That Article 6 of the Articles of Association of the Company be amended to read as following:-

The Share Capital of the Company is Rs.1,25,00,000 (I.G) divided into 12,50,000 Ordinary Shares of Rs.10 (I.G.) each.

*N.B. 'Consent of the Controller of Capital Issues Ministry of Finance, Government of India, New Delhi has been obtained to the above capitalization of the sum of I.G.Rs.14,28,571/7/0 from the Company's General Reserve in order to bring the par value and paid up value of each share of the Company from O.S.Rs.10 to I.G.Rs.10.'*

Passed 5<sup>th</sup> April, 1956

**At an EXTRAORDINARY GENERAL MEETING the following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS as required under the Companies Act, 1956:-**

- 1) That the consent of the Members of the Company be given to the continuance of employment of Dr. Eduljee Pallonjee Chinoy, a medical officer of the Company and a relative of Mr.Nadirsha Bapujee Chinoy, a Director of the Company, such consent to be effective from the commencement of the Act.
- 2) That the consent of the Members of the Company be given to the continuance of the Company's selling arrangements with Messrs. Vazir Sultan & Sons, Messrs. Mohamed Sultan and Abdul Hameed Sultan, Directors of the Company, being partners thereof, such consent to be effective from the commencement of the Act.

The following RESOLUTION was duly passed as an ORDINARY RESOLUTION

1. That the 7 per cent (Taxable) Cumulative Redeemable Preference Shares be issued on the following terms and conditions and subject to the following rights and in manner hereinafter appearing:
  - (a) That such Preference Shares shall be first offered at par to the holders of the existing Ordinary Shares appearing on the Register of Members of the company on the 27<sup>th</sup> day of June 1956 (with the right of such holders to renounce in favour of a nominee or nominees approved by the Directors) in the ratio of 1 Preference Share for every 33 Ordinary Shares then held by such holders respectively (all fractions being disregarded); such offer being made by notice specifying the number of Preference Shares to which such holders are entitled and have been conditionally allotted and limited the time within the declined, with liberty to the Directors, from time to time, to extend the time for acceptance of the offer as aforesaid, either generally or in respect of any particular shareholder or shareholders.
  - (b) That the full amount of Rs.100 per share shall be payable upon acceptance and return of the conditional allotment notice together with the form of acceptance or of renunciation duly completed.
  - (c) That the Directors be and are hereby authorized and empowered to make such conditional allotment of the said shares, and to dispose of and to allot any of the Preference Shares not taken up by such shareholders or otherwise remaining undisposed of, to such persons whether shareholders of the Company or not, and upon such terms and conditions, and in such manner either by public offer or otherwise as the Directors may think fit.
  - (d) That for the purpose of giving effect to this Resolution the Directors be and are hereby authorized to settle the notice of conditional allotment and the form of acceptance and renunciation and other documents in respect of such Preference Shares and to give such other directions or to do such other acts and things as they think fit.

Resolved that the following resolution be passed as an ORDINARY RESOLUTION:-

That the approval required under Section 294 of the Companies Act, 1956 be given to the agreement between the Company and The Imperial Tobacco Company of India Limited dated 12<sup>th</sup> June, 1956 a copy of which was laid upon the table.

Passed 15<sup>th</sup> July, 1959

**At an EXTRAORDINARY GENERAL MEETING the following RESOLUTION were duly passed as n ORDINARY RESOLUTION:**

That in pursuance of provisions of Section 61 and 294 Companies Act, 1956, approval be given to extension of appointment of The Imperial Tobacco Company India Limited as sole distributor the the Company's brand to such areas in the Union of India, except in the State of Andhra Pradesh and Orissa as may from time to time be agreed to in writing between the two Companies and approved by the Board of Directors of each Company on the same terms as those contained in the Agreement made between the Company and The Imperial Tobacco Company of India Limited dated 12<sup>th</sup> June, 1956.

Passed 15<sup>th</sup> January 1962

At an ANNUAL GENERAL MEETING the following SPECIAL RESOLUTIONS were passed.

Resolved that in compliance with Section 314 of the Companies Act, 1956 the consent of the Members of the Company be given to:-

- (a) An increase effective as from the 1<sup>st</sup> April, 1961 in the remuneration paid to Dr.E.P.Chinoy a relative of Mr.N.B.Chenoy the Chairman of the Company whose continuance of employment as a Medical Officer of the Company was approved at the Extraordinary General Meeting of the Company held on the 5<sup>th</sup> April, 1956 and.
- (b) Such additional increase in the remuneration of Dr.E.P.Chinoy as the Board of Directors may from time to time determine as being commensurate with the duties of a Medical Officer employed by the Company.

Resolved that, subject to the approval of the Government of India, Article 82(1) of the Articles of Association of the Company be and it is hereby deleted and substituted by the following:-

Until otherwise determined by the Company in General Meeting each Director other than, a whole-time Director shall be paid out of the funds of the Company by way of remuneration for his service in attending Meetings of Directors the sum of Rupees One Hundred and fifty for each Board Meeting and for each meeting of a Committee of Directors attended by him.

Resolved that the Articles of Association of the Company be and they are hereby amended as follows:

In Article 12<sup>th</sup> first sentence be deleted and substituted by the following:-

Every Member shall be entitled to a certificate specifying the share or shares to which he is entitled, and such certificate may be in such form as the Directors may from time to time prescribe and shall be under the seal affixed in the presence of two Directors and the Secretary.

Article 117 be deleted and substituted by the following:-

The Directors shall provide for the safe custody of the Seal and the seal shall never be used except by the authority of the Directors or a Committee of Directors authorized in that behalf. Any document other than a Share Certificate to which the Seal of the Company is affixed shall be signed either by two Directors or by one Director and the Secretary.

Passed 4<sup>th</sup> August 1966

The following RESOLUTION was passed as a SPECIAL RESOLUTION

RESOLVED

- (a) That subject to the consent of the Central Government under the Capital Issues (Continuance of Control) Act, 1947, it is desirable that the sum of Rs.1,35,00,000 (being as to Rs.96,00,000 the amount standing to the credit of Fixed Asset and Stock Replacement Reserve and as to Rs.29,00,000 part of the General Reserve) be capitalized and accordingly that the Directors be authorized and directed to appropriate the said sum to and amongst the Members of the Company whose names appear in the Register of Ordinary members on 4<sup>th</sup> August, 1966 in proportion to the Ordinary Shares held by them respectively, and to apply the said sum in paying up in full 12,50,000 of the unissued Ordinary Shares of the company of Rs.10 each, such shares to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion of five such Ordinary shares for every four Ordinary Shares held by them respectively on 4<sup>th</sup> August, 1966;
- (b) That any such new Ordinary Shares which on an exact distribution would fall to be allotted in fractions shall be allotted by the Directors to the Secretary of the company for the time being upon trust to sell the same and to divide the net proceeds of the sales thereof amongst the Members entitled to such fractions in due proportions.
- (c) That the Ordinary Shares to be issued pursuant to this resolution shall rank for any dividend declared or to be declared on the Ordinary Shares of the Company after 4<sup>th</sup> August, 1966;

- (d) That the issue of fully paid Ordinary Shares to the extent that they relate to non-resident Members of the Company be subject to the permission of the Reserve Bank of India under the Foreign Exchange Regulation Act, 1947;
- (e) That for the purpose of giving effect to this Resolution the Directors be hereby authorized to take all necessary steps and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the distribution of the new Ordinary Shares as they think fit.

Passed 27<sup>th</sup> September 1966

**At an EXTRAORDINARY GENERAL MEETING the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-**

RESOLVED

- (a) That the Special Resolution passed at the Extraordinary General Meeting of the Members of the Company duly convened and held at the Registered Office of the Company, Azamabad, Hyderabad, Andhra Pradesh, on 4<sup>th</sup> August, 1966 be rescinded.
- (b) That on the recommendation of the Directors and subject to the consent of Controller of Capital Issues having been obtained, it is desirable that the sum of Rs.1,00,00,000 (being as to Rs.96,00,000 the amount standing to the credit of fixed asset and Stock Replacement Reserve and as to Rs.4,00,000 part of General Reserves be capitalized and accordingly that the Directors be authorized and directed to appropriate the said sum to and among the Members of the Company whose names appeared in the Register of Ordinary members on 4<sup>th</sup> August, 1966 in proportion to the Ordinary Shares held by them respectively, and to apply the said sum in paying up in full 10,00,000 of the unissued Ordinary shares of the Company of Rs.10 each such shares to be allotted and distributed, credited as fully paid up to and amongst such Members in the proportion of one such Ordinary Shares for every one Ordinary share held by them respectively on 4<sup>th</sup> August, 1966;
- (c) That the Ordinary shares to be issued pursuant to this Resolution shall rank for any dividend declared or to be declared on the Ordinary Shares of the Company after 4<sup>th</sup> August, 1966;
- (d) That the issue of fully paid Ordinary shares to the extent that they relate to non-resident Members of the Company be subject to the permission of the Reserve Bank of India under the Foreign Exchange Regulation Act, 1947;
- (e) That for the purpose of giving effect to this Resolution the Directors be hereby authorised to take all necessary steps and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the distribution of the new Ordinary Shares as they think fit.

Passed 17<sup>th</sup> January 1973

At an ANNUAL GENERAL MEETING the following SPECIAL RESOLUTIONS were passed.

That as soon as the 7% (Taxable) Cumulative Redeemable Preference Shares shall have been redeemed, the Articles of Association of the Company be altered in the following manner, namely:

By substituting for Article 5 the following new Article:

The share capital of the Company as at the date of adoption of this Article is Rs.5,00,00,000 divided into 50,00,000 Ordinary shares of Rs.10 each.

Passed 26<sup>th</sup> February 1973

That subject to confirmation by Court under Section 17 of the Companies Act, 1956, the proposed alteration in Clause 3 of the Memorandum of Association of the Company set out in Resolution, the Company hereby approves the commencement of new business in Clauses 3(e) to (j) as altered.

Passed 6<sup>th</sup> February 1975

At an EXTRAORDINARY GENERAL MEETING the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

That the Articles of Association of the Company be altered in the manner following:

Article 5: The following be added at the end:

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

Article 15: Be revised to read:

The Company shall have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys called or payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created except upon the footing and condition that Clause 10 hereof is to have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as waiver of the Company's lien if any on such shares. The Directors may at any time declare any shares to be wholly or in part to be exempt from the provisions of this Clause.

Article 19: Be revised to read:

The Directors may from time to time (subject to any terms upon which any shares have been or may be issued) make such calls as they think fit upon the Members in respect of all moneys unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium). Each member shall be liable to pay the calls so made, to the persons or banking Company, and at the times and places appointed by the Directors, and all calls shall be made payable at intervals of not less than two months. A call may be revoked or postponed as the Directors may determine.

Article 24: The following be added at the end:

Moneys paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in profits.

Article 25: Be revised to read:

The instrument of transfer shall be in writing and all provisions of Section 108 of the Companies Act, 1956 and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers, of shares and the registration thereof.

Article 27: A proviso be added at the end to read:

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

Article 28: Be revised to read:

The Directors may also decline to recognize any instrument of transfer unless:

- (a) The instrument of transfer is deposited at the office or such other place as the Directors may appoint, accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of transferor to make the transfer and which evidence shall be permanently deposited in the custody of the Directors.
- (b) The instrument of transfer is in respect of only one class of shares.

Article 29: Be revised to read:

No fee may be charged for registration of each of the following documents namely:- Appointment of Trustee in Insolvency, Deed Poll, Distringas, Order of the Court, Probate, Proof of Death, Proof of Marriage, Power of Attorney, Letters of Administration, Lunacy Order, Affidavit Statutory Declaration, or any other document which in the opinion of the Directors requires registration.



Article 125: A proviso be added at the end to read:

Provided that no unclaimed dividend shall be forfeited before the claim thereto becomes barred by law. The Directors may remit forfeiture whenever they think proper.

The following RESOLUTION was passed as a SPECIAL RESOLUTION

That in accordance with 81(1-A) of the Companies Act, 1956, and the terms of the Letter of Consent No:R.192 CCI/74 dated 2<sup>nd</sup> November, 1974 of the Controller of Capital Issues, Department of Economic Affairs, Ministry of Finance, Government of India, 17,70,000 Ordinary Shares of Rs.10 each be issued for cash to Indian nationals only at a premium of Rs.6 per share as follows:

	No. of Shares
a) Rights issue to the existing Indian shareholders fo the Company whose names appear on the Register of Members on the 6 <sup>th</sup> February, 1975 in the ratio of 1:4 (Rights, which will be renounceable, to the extent not taken up will be offered to the Indian public as part of the prospectus issue referred to in (c) below)	1,71,940
b) Private placement to Directors and Employees of the Company (subject to the condition that no one of this class of persons shall be offered more than 200 shares each and shares not so taken up may be offered to distributors of the Company and others by private placement, the balance if any will form part of he prospectus issue referred to in © below)	50,000
c) Offer o the Indian public by prospectus	15,48,060
Total	<u>17,70,000</u>

and the Directors be authorized in accordance with the provisions of the Act and the Articles of Association of the Company to determine and resolve all questions arising in respect of the issue and arrange implementation of the same as to them may deem fi including the particular matters relating to :-

- i) the timing of the issue;
- ii) terms of offer of Rights;
- iii) renunciation of Rights;
- iv) fractions of new shares;

- v) private placement;
- vi) terms and conditions of the prospectus issue including the payment in cash of the share price inclusive of premium and calls if any;
- vii) underwriting arrangements;
- viii) appointment of Managers, Bankers and Solicitors to the Issue;
- ix) payment of commission, brokerage, fees, charges and expenses;

And any matter connected with the issue and allotment of the 17,70,000 Ordinary Shares of the Company hereby authorized to be offered, issued and allotted.

Transfers of shares received in order at the Registered Office of the Company before the close of business on 27<sup>th</sup> January, 1975, will be registered in time for the Transferees to become eligible for the Rights Shares.

Passed 25<sup>th</sup> January 1975

At an ANNUAL GENERAL MEETING the following SPECIAL RESOLUTIONS were passed.

- a) That subject to the consent of the Central Government under the Capital Issues (Control) Act, 1947 and pursuant to Article 129 of the Articles of Association of the Company the sum of Rs.2,26,29,000 (being as to Rs.1,06,20,000 the amount standing to the credit of share Premium Reserve as to Rs.29,54,300 the amount standing to the credit of Capital Redemption Reserve, as to Rs.61,249 the amount standing to the credit of Capital Reserve and as to Rs.89,84,451 being an amount forming part of the General Reserve) be capitalized and accordingly the Directors be authorized and directed to appropriate the said sum to and amongst the Members of the whose names shall appear in the Register of Ordinary Members to as the said date) in proportion to the Ordinary Shares held by them respectively and to apply the said sum in paying up in full 22,62,000 of the unissued Ordinary Shares of the Company of Rs.10 each such shares to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion of three such Ordinary Shares for every five Ordinary Shares held by them respectively on the said date and that the new Ordinary Shares distributed shall be treated for all purposes as an increase in the nominal amount of the capital of the Company held by each such Member and not as income.
- b) It is the intention of the Directors that barring unforeseen circumstances or any regulatory measures of law precluding it the rate of dividend to be recommended to the Shareholders in the year immediately after the Bonus issue shall not be less than 16% (sixteen per cent);

- c) That any such new Ordinary Shares which on an exact distribution would fall to be allotted in fractions shall be allotted by the Directors to the Secretary of the Company for the time being upon rust o sell the same and divide the net proceeds of the sale thereof amongst the Members entitled to such fractions in due proportions;
- d) That the members to whom the new Ordinary shares are allotted in accordance with paragraph (a) above and/or who are paid in cash their respective proportionate share of the net sale proceeds arising under paragraph (c) above shall accept the same in full and final settlement of their respective rights and interests in the capitalised sum of Rs.2,26,20,000;
- e) That the new Ordinary Shares shall be allotted subject to the Memorandum and Articles of Association of the Company;
- f) That the new Ordinary Shares to be issued pursuant to this Resolution shall in all respects rank pari passu with the existing fully paid-up Ordinary Shares of the Company except that the new Ordinary Shares shall only participate in any dividend that may be declared after the new Ordinary Shares are allotted;
- g) That the issue and allotment of the fully paid new Ordinary Shares to the extent that they relate to non-resident members of the Company be subject to the permission of the Reserve Bank of India under the Foreign Exchange Regulation Act, 1973;
- h) That no Letter of Allotment be issued and the certificates in respect of the new Ordinary Shares be issued within six weeks of the date of reopening of the Register of Ordinary Members after closure for the purpose of the Bonus Issue;
- i) That for the purpose of giving effect to this Resolution the Directors be hereby authorized to take all necessary steps and give such directions as they may in their absolute discretion deem necessary to settle any question, difficulty or doubt that may arise in regard to the issue and distribution of the new Ordinary Shares as they may think fit and that the Directors be hereby further empowered to accept on behalf of the Company modification, if any, relating to the issue of the new Ordinary Shares which may be proposed by the Controller of Capital Issues and the Reserve Bank of India, or either of them and which the Directors in their discretion think fit and proper.

Passed 2<sup>nd</sup> July 1977

At an EXTRAORDINARY GENERAL MEETING the following RESOLUTION was duly passed as an ORDINARY RESOLUTION:-

Resolved that subject to approval of the Central Government required under Section 372 of the Companies Act, 1956, consent is hereby accorded to the Company making a further investment of Rs.50,00,000 for the purchase of 5,00,000 equity shares of Rs.10 each in Bhadrachalam Paperboards Limited in addition to the 10,00,000 Equity Shares in that Company already agreed to be subscribed for by for the Board of Directors of the Company in exercise of their power under Section 372(2) of the Companies Act, 1956.

The following RESOLUTIONS were duly passed as SPECIAL RESOLUTIONS:-

1. Resolved that in accordance with the provisions of Section 370 of the Companies Act, 1956, an authority be hereby given to the Company to make loans to other bodies Corporate not exceeding in the aggregate 30% of the subscribed capital and free reserves of the Company.
2. Resolved that in accordance with the provisions of Section 163 of the Companies Act, 1956 the Registers and Index of Members of the Company and copies of Annual Returns together with copies of the certificates and documents required to be annexed thereto under Section 159 and 161 of the Companies Act 1956, be kept at the office of CPA Consultancy Services ( Pvt)Limited at 31, Sarojini Devi Road, Secunderabad – 500 003, instead of at the registered office of the Company at Azamabad, Hyderabad 500 020, with effect from October 1<sup>st</sup>, 1977.

Passed 22<sup>nd</sup> August, 1981

At an EXTRAORDINARY GENERAL MEETING the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

That subject to the confirmation by the Company Law Board Under Section 17 of the Companies Act, 1956, of the the alteration in Clause 3 of the Memorandum of Association of the Company set out in Resolution 1 above, that Company hereby approves the commencement of the business set out in Clause 3(e) to (h) and 3(l) to the Memorandum of Association of the Company as altered.

Passed 23<sup>rd</sup> January, 1982

At an ANNUAL GENERAL MEETING the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

Resolved that in accordance with the provisions of Section 163 of Companies Act, 1956, the Registers and Index of Members of the Company and copies of Annual Returns together with copies of Certificates and documents required to be annexed thereto under Section 159 and Section 161 of the Companies Act, 1956 be kept at Office of CPA Consultancy Services (Pvt) Ltd at Vani Nilayam, 50 Sebastian Road, Secunderabad 500 003, instead of at their office at 31, S.D.Road, Secunderabad-500 003 with effect from February 1<sup>st</sup>, 1982.



**Remuneration of whole time or Managing Directors:**

2. The Remuneration of wholetime or Managing Directors shall be paid monthly and shall be deemed to accrue from day to day and the rate of such monthly remuneration shall be determined from time to time by the Directors subject to the provisions of the Act and if required by law, to the consent of the Government of India.

**Reimbursement of expenses incurred in connection with business**

3. In addition to the remuneration payable to them the Directors may be paid all travelling, hotel and other expenses properly incurred by them:
  - a. in attending and returning from meeting of the Board of Directors of a Committee thereof or General Meeting of the Company; or
  - b. in connection with the business of the Company.

Article 86

In Article 86 clauses (b) and (c) shall be reworded to read as under:

**To appoint Presidents, Senior Vice Presidents, Vice Presidents, General Managers, Secretary and other Employees of the Company**

- (b) They may appoint and at their pleasure remove or suspend such officials including Presidents, Senior Vice Presidents, Vice Presidents, General Managers, Departmental Managers, Operations Managers, Assistant Manager, Assistants, Superintendents, Assistant Superintendents, Lady Officers, Secretarial Staff, Clerks and other employees **of the Company as may be required for the conduct of the business of** the Company either for permanent or temporary or special services as the Directors may from time to time deem expedient and may determine the duties and powers of such officials, staff, clerks, and employees of the Company and may fix the amount of their salaries and emoluments and pay the same out of the funds of the Company. Any of the Directors may be appointed to the office of President, Senior Vice President, Vice President or General Manager by the Directors subject to removal and subject to the provisions of Section 314 of the Act and subject to removal, and Director may be appointed to be the Secretary or to hold any other office or employment under the Company. Directors may be paid such salary or other remuneration whether by way of commission or bonus or otherwise as the Directors shall from time to time determine.

**To appoint Managing Directors and to delegate powers to a member of the Board or other official or agent of the Company**

- (c) They may in accordance with the provisions of the Act and these Articles, by their resolution appoint a Managing Director or Managing Directors and by letter of attorney or other deed or instrument under the seal of the Company or by writing

not under seal delegate to any Director, President, Senior Vice President, Vice President, General Manager or other official or agent of the Company such of the powers of the Company or of the Directors which in their discretion they think expedient for the due conduct, management and regulation of any of the business or affairs of the Company.

Passed 19<sup>th</sup> June, , 1989

At an ANNUAL GENERAL MEETING the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

- 1.a) That subject to the consent of the Central Government under the Capital Issues (Control Act, 1947 and pursuant to article 129 of the Articles of Association of the Company the sum of Rs.3,61,92,000 (being an amount forming part of the General Reserve be capitalized and accordingly the Directors be authorized and directed to appropriate the said sum to and amongst the Members of the Company whose names shall appear in the Register of Ordinary Members on such date as may hereafter be determined by Directors (hereinafter referred to as the 'said' date) in proportion to the Ordinary Shares held by them respectively and to apply the said sum in paying up in full 36,19,200 of the unissued Ordinary Shares of the Company of Rs.110 each such shares to be allotted and distributed as fully paid up to and amongst such Members in the proportion of three such Ordinary Shares for every five Ordinary Shares held by them respectively on the said date and that the new Ordinary Shares so distributed shall be treated for all purposes as an increase in the nominal amount of the capital of the Company held by each such Members and not as income;
- b) It is the intention of the Directors that barring unforeseen circumstances or any regulatory measures of law precluding it the rate of dividend to be recommended to the Shareholders in the financial year immediately after the Bonus issue shall not be less than 25%.
- iii) That any such new Ordinary Shares which on an exact distribution would fall to be allotted in fractions shall be allotted by the Directors to the Secretary of the Company for the time being upon trust to sell the same and divide the net proceeds of the sale thereof amongst entitled to such fractions in due proportions;
- iv) That the Members to whom the new Ordinary Shares are allotted in accordance with paragraph(a) above and/or who are paid in cash their respective proportionate share of the net sale proceeds arising under paragraph (c) above shall accept the same in full and final settlement of their respective rights and interests in the capitalised sum of Rs.3,61,92,000;
- v) That the new Ordinary Shares shall be allotted subject to the Memorandum and Articles of Association of the Company;

- vi) That the new Ordinary Shares to be issued pursuant to this Resolution shall in all respect rank pari passu with the existing fully paid-up Ordinary Shares of the Company except that the new Ordinary Shares shall only participate in any dividend that may be declared after the new Ordinary Shares are allotted;
- vii) That the issue and allotment of the fully paid new Ordinary Shares to the extent that they relate to non-resident Members of the Company be subject to the permission of the Reserve Bank of India under the Foreign Exchange Regulation Act, 1973;
- viii) That no Letters of Allotment be issued and the certificates in respect of the new Ordinary Shares be issued within six weeks of the said date;
- ix) That for the purpose of giving effect to this Resolution the Directors be hereby authorized to take all necessary steps and give such directions as they may in their absolute discretion deem necessary to settle any question, difficulty or doubt that may arise in regard to the issue and distribution of the new Ordinary Shares as they may think fit and that the Directors be hereby further empowered to accept on behalf of the Company modification, if any relating to the issue of the new Ordinary Shares which may be proposed by the Controller of Capital Issues and the Reserve Bank of India or either of them and which the Directors in their discretion think fit and proper.

Passed 20<sup>th</sup> July, 1990

At an ANNUAL GENERAL MEETING the following RESOLUTION was duly passed as an ORDINARY RESOLUTION:-

Resolved that the Company do hereby accord its consent under Section 293(1) (a) and other applicable provisions, if any, of the Companies Act, 1956 to mortgage and/or charge by the Board of Directors of the Company all or any of the movable or immovable properties of the Company wheresoever situate, present, future and past or the whole or substantially the whole of the undertaking or undertakings of the Company with the power to take possession of the assets of the Company and the management of the business and concern of the Company in certain events in favour of all or any of the following, namely:-

- i) **State Bank of Hyderabad** in respect of Rupee Term Loan of Rs.180 lakhs and Deferred Payment Guarantee facility of Rs.274 lakhs to finance the Company's modernisation programme;

**State Bank of India** in respect of Rupee Term Loan of Rs.135 lakhs for financing the Company's modernization programme; and

**ANZ Grindlays Bank p.l.c.** in respect of Rupee Term Loan of Rs.55 lakhs for financing the Company's modernization programme; and (hereinafter referred to as the 'Commercial Banks');



ii) **Industrial Credit Investment Corporation India Limited (ICICI) as Trustees**, in respect of Debentures privately placed by the Company with Unit Trust of India (UTI), Life Insurance Corporation of India (LIC) and Army Group Insurance Fund (AGIF) (hereinafter referred to as the 'Debentureholders') and the **Debentureholders**;

iii) **Industrial Credit and Investment Corporation of India Limited (ICICI)** in respect of Foreign Currency Term Loan of French Francs 10,369,460 (equivalent to Rs.254 lakhs at the rate of exchange of Rs.100=40.82 FF) towards financing importation of certain cigarette making machinery by the Company;

to secure:

- a) **An amount of Rs.370 lakhs (Rupees Three Seventy Lakhs) sanctioned as Rupee Term Loan and Rs.274 lakhs (Rupees Two Seventy-four Lakhs) sanctioned as Deferred Payment Guarantee facility by the Commercial Banks;**
- b) **An amount of Rs.325 lakhs (Rupees Three Twenty-five Lakhs) subscribed as Debentures by private placement in the following manner;**

	Rs.Lakhs
UTI	100
LIC	100
AGIF	125
	<hr style="width: 50px; margin: 0 auto;"/>
	325

- c) An amount of French Francs 10,369,460 (equivalent to Rs.254 Lakhs at the rate of exchange of Rs.100=40.82FF) sanctioned as Currency Term Loan by the ICICI; together with interest thereon at the respective agreed rates, additional interest, commission, liquidated damages, commitment charges, premia on redemption, costs charges and expenses and all other moneys payable by the Company to the Commercial Banks, Debentureholders/Trustees to the Debentureholders and to the ICICI under the respective loan agreements/letters of sanction/memorandum of terms conditions entered into by the Company in respect of the said Rupee Term Loan, Deferred Payment Guarantee facility, subscription to the privately placed Debentures and the Foreign Currency Term Loan.

Resolved further that the Board of Directors of the Company be and are hereby authorized to finalise with the aforesaid Commercial Banks, Trustees to the Debentureholders and/or the Debentureholders and ICICI documents for creating the aforesaid mortgage and/or charge and do all such acts and things as may be necessary for giving effect to the above resolution.

At an ANNUAL GENERAL MEETING the following RESOLUTION duly passed as a SPECIAL RESOLUTION

- i) That subject to the consent of the Central Government under the Capital Issues (Control) Act, 1947 and such other approvals as may be required and pursuant to Article 129 of the Articles of Association of the Company the sum of Rs.5,79,07,200 comprising of Rs.5,74,47,,200 representing a part of the undistributed profits standing to the credit of General Reserve and Rs.4,60,000 standing to the credit of Export Promotion Reserve being profits out of the free reserves be capitalized and accordingly the Directors be authorized to appropriate the said sum o and amongst the Members of he Company whose names shall appear in the Register of Oridinary Members on such date as may hereafter be determined by the Directors (hereinafter referred to as the said date) in proportion to the Ordinary Shares held by them respectively and to apply the said sum in paying up in full 57,90,720 of the unissued Ordinary shares of the Company of Rs. 10 each such shares to be allotted and distributed as fully paid up to and amongst such members in the proportion of 3 such Ordinary Shares for every five Ordinary Shares held by them respectively on the said date and that the new Ordinary Shares so distributed shall be treated for all purposes as an increase in the nominal amount of the Capital of the Company held by each such Member and not as income;
- ii) It is the intention of the Directors that barring unforeseen circumstances or any regulatory measures of law precluding it, the rate of dividend to be recommended to the share holders in the financial years immediately after Bonus issue shall not be less than be 28%;
- iii) Any such new Ordinary Shares which on an exact distribution would fall to be allotted in fractions shall be allotted by the Directors to the Secretary of the Company for the time being upon trust to sell the same and divide the next proceeds of the sale thereof amongst the Members entitled to such fractions in due proportions;
- iv) That the Members to whom the new Ordinary Shares are allotted in accordance with paragraph (a) above and / or who are paid in cash the respective proportionate share of the net sale proceeds arising under paragraph (c) above shall accept the same in full and final settlement of their respective rights and interests in the capitalised sum of Rs. 5,79,07,200;
- v) That the new Ordinary Shares shall be allotted subject to the Memorandum and Articles of Association of the Company;
- vi) That the new Ordinary Shares shall in all respects rank pari passu with the existing fully paid-up Ordinary Shares of the Company except that the new Ordinary Shares shall participate any dividend that may be declared after the new Ordinary Shares are allotted;

- vii) That the issue and allotment of the fully paid new Ordinary Shares including payment in respect of proportionate share of net sale proceeds arising under paragraph (c) above, to the extent that they relate to non-resident Members of the Company shall be subject to the permission of the Reserve Bank of India under the Foreign Exchange Regulation Act, 1973.
- viii) That no Letter of Allotment shall be issued and the Certificates in respect of the new Ordinary Shares shall be issued within six weeks of the said date;
- ix) That for the purpose of giving effect to this Resolution the Directors be hereby authorized to take all necessary steps and give such directions as they may in their absolute discretion deem necessary to settle any question, difficulty or doubt that may arise in regard to the issue and distribution of the new Ordinary Shares as they may think fit and hat the Directors be hereby further empowered to accept on behalf of the Company modifications, if any relating to the issue of the new Ordinary Shares which may be proposed by the Controller of Capital Issues, the Reserve Bank of India, and any other authority from whom approval will have to be obtained and which the Directors in their discretion think fit and proper.

Passed 3<sup>rd</sup> July, 1992

At an ANNUAL GENERAL MEETING the following RESOLUTION duly passed as a SPECIAL RESOLUTION:-

Resolved pursuant to the provisions of Section 163 of he Companies Act, 1956, that with effect from July 3, 1993 the Registers and Index of Members of the Company and copies of annual Returns together with the co;;opies of the certificate and documents required to be annexed thereto under Sections 159 and 161 of the Companies act, 1956, be kept at the company's office at Sarovar Centre, 5-9-22, Secretariat Road, Hyderabad-500 004, instead of at the Company's office at 'Vani Nilayam', 50 Sebastian Road, Secunderabad – 500 003.

Passed 2<sup>nd</sup> July, 1993

At an ANNUAL GENERAL MEETING the following RESOLUTION duly passed as a SPECIAL RESOLUTION:-

That pursuant to Section 149 (2-A) of the Companies Act, 1956, the Company hereby approves the commencement and execution of the activities covered by the proposed Clauses 3 (ua) to 3(ub) and 3(nna) to 3(nnd) of the Memorandum of Association of the Company by the Board of Directors of the Company as and when they think fit subject to such approvals, permissions and sanctions, as may be necessary from the appropriate authorities.

Passed 7<sup>th</sup> July, 1995

At an ANNUAL GENERAL MEETING the following RESOLUTION passed as a SPECIAL RESOLUTION:-

Resolved pursuant to the provisions of Section 309 (4) and other applicable provisions if any, of the Companies act, 1956 and subject to such other approvals in law as may be necessary, the directors of the Company, other than the Managing Director and the Wholetime Directors, may be paid annually for each of the five financial years of the company commencing from April 1, 1994 such sum, by way of commission, not exceeding one per cent of the net profits of the Company, as provided under Section 309(4) of the companies act, 1956, or any amendments or modification thereof and computed in the manner referred to in Section 198(1) of the Companies Act, 1956 or any amendment or modification thereof, subject to a ceiling of Rupees Five Lakhs, in the aggregate or such amount as may be determined by the Board of Directors, to be divided amongst the Directors aforesaid in such manner as the Board of Directors of the Company may from time to time determine and in default of such determination equally, provided that the payment of the sum in the manner aforesaid shall be in addition to the fee per meeting of the Board of Directors and its committee which the Directors aforesaid are entitled to receive under the Articles of Association of the Company.

The following RESOLUTION was passed as an ORDINARY RESOLUTION:-

Resolved that the consent of the Company be and is hereby accorded in terms of Section 293(1)(d) of the Companies Act, 1956 and all other applicable provision, if any, and Article 83, of the Articles of Association of the Company, to the Board of Directors of the Company for borrowing from time to time, any sum or sums of money on such terms and conditions as to repayment of principal, interest or otherwise as it thinks fit, which together with money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Company and remaining outstanding at any time shall not exceed Rs.150,00,00,000(Rupees One hundred and fifty crores only).

Passed 7<sup>th</sup> April, 1997

At an ANNUAL GENERAL MEETING the following RESOLUTION was passed as an ORDINARY RESOLUTION:-

Further to resolution passed at an Annual General Meeting held on July 20<sup>th</sup> 1990 it was resolved that the Company do hereby accord its consent under Section 293(1)(a) and other applicable provisions if any of the Companies Act, 1956, to mortgage and / or charge by the Board of Directors of the Company all or any of the movable or immovable properties of the Company wheresoever situated, present, future and past, or the whole or substantially the whole of the undertaking or undertakings

Of the Company with the power to take possession of the assets of the Company and the management of the business and concern of the Company in certain events in favour of all or any of the following namely:-

- I. The Industrial Credit and Investment Corporation of India (ICICI) as Trustees together with interest thereon, at the respective agreed rates, additional interest, commission, liquidated damages, commitment charges, premia on redemption cost charges and expenses and all the moneys payable by the company to all the debenture holders, Trustees to debenture holders and to Industrial Credit and Investment Corporation under the respective substantial agreements/letters of sanction/memoranda of terms and condition entered into by the Company in respect of subscription to privately placed debentures.

Resolved further that the Board of Directors of the Company be and are hereby authorized to finalise with the aforesaid Trustees to the debenture holders and/or the debenture holders and Industrial Credit and investment Corporation of India Limited, documents for creating the aforesaid mortgages and/or charges and do all such acts and things as may be necessary for giving effect to the above resolution, in respect of Debenture privately placed by Companies with Unit Trust of India (UTI), Life Insurance Corporation (LIC), General Insurance Corporation (GIC), National Insurance Corporation (NIC), New India Assurance Company Ltd (NIA), The Oriental Insurance Company Ltd (OIC), Army Group Insurance Fund (AGIF), (herematter referred to as the debenture holders) and,

- II. The debenture holders in respect of the financial assistance of Rs.1800 lakhs by way of subscription to irately placed debentures of the Company availed of by the Company's financial Institutions.

	Rs.Lakhs
i) Unit Trust of India (UTI)	600
ii) Life Insurance Corporation (LIC)	500
iii) General Insurance Corporation (GIC)	75
iv) National Insurance Corporation (NIC)	125
v) New India Assurance Company Ltd (NIA)	75
vi) The Oriental Insurance Company Ltd (OIC)	125
vii) Army Group Insurance Fund (AGIF)	300
	<hr/>
	1800
	<hr/>

Passed 17<sup>th</sup> September, 1998

At an ANNUAL GENERAL MEETING the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-r

Resolved that in terms of Section 80, 81 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) and in accordance with the Provisions of the Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the Shares of the Company are listed such other approvals, permissions and sanctions as may be necessary as subject to such conditions and modifications as may be prescribed under applicable laws or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company and/or a duly authorized Committee thereof for the time being exercising the powers conferred by the Board of Directors (hereinafter referred to as "the Board") in its absolute discretion, allot, in the course of domestic and/or international offering, redeemable preference shares of the face value of Rs.100 each of an aggregate nominal amount not exceeding Rs.50,00,00,000 (Rupees Fifty crores) (hereinafter for brevity's sake referred to as "Securities") to be subscribed in rupees /foreign currency(ies), by such person or persons, whether or not shareholders of the Company, as the Board may in its absolute discretion decide, including one or more of the members, promoters, debenture holders, employees financial institutions, Banks, Mutual funds, foreign investors, nonresident Indian, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs), bodies corporate, companies, private or public and other entities in one or more combinations thereof, whether through public issue, rights issue private placement preferential allotment or in one or more tranches and on such terms and conditions including the rate of dividend, amount of premium, if any, on redemption, redemption period, manner of redemption and matters incidental thereto.

Resolved further that such of these Securities to be issued as are not subscribed may be disposed of the Board/Committee thereof to such persons and in such manner and on such terms as the Board/Committee in its absolute discretion think most beneficial to the company including offering or placing them with Bank/Financial Institutions/Investment Institutions/Bodies Corporate/such other persons or otherwise as the Board/Committee thereof may in its absolute discretion decide.

Resolved further that for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue allotment and utilisation of the proceeds and further to do as such acts, deeds, matters and things and to finalise and execute all documents and writing as may be necessary proper, desirable for expedient as it may deem fit.

At an ANNUAL GENERAL MEETING the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

“RESOLVED THAT pursuant to the provisions of Section 31 of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered in the following manner, that is to say:

- i. To insert the following Articles 12B to 12J after the existing Article 12A:-

Dematerialisation of Securities

- 12B. The Company shall be entitled to dematerialize its existing shares, dematerialise its shares held in the Depositories and/or to offer its fresh shares or buy back its shares in a dematerialized form pursuant to the Depositories act, 1996 and the Rules framed thereunder, if any.

Option for Investors

- 12C. Every person subscribing to/acquiring 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 the beneficial owner of the securities can at any time opt out of a depository, if permitted by law in respect of any security in the manner provided by the Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security for entry in its record, the name of the allottee as the beneficial owner of the security.

Securities in Depositories to be in Fungible Form

- 12D. All securities of the Company held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C, 372 372A and other applicable provisions of the Companies Act, 1956 shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

## Rights of Depositories and Beneficial Owners

- 12E (a) Notwithstanding anything to the contrary contained in the Act or these Articles a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership or security on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his/her securities which are held by a depository.

## Service of documents

- 12F. Notwithstanding anything in the Act or these Articles to the contrary where securities are held in a depository the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
- 12G. Nothing contained in Section 108 of the Companies Act, 1956 or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owner in the records of the depository.

## Allotment of securities dealt with by a Depository

- 12H. Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

## Distinctive numbers of securities held in a Depository

- 12I. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held in a depository.



## Register and Index of Beneficial Owners

12J. The Register and Index of the Beneficial Owners maintained by a depository under the Act, shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

ii. In the place of the existing Article 101, the following Article to be inserted:-

The Managing Director or Wholetime Director may resign from his office upon giving six months' notice in writing to the Company of his intention so to do, or such shorter notice as may be agreed to by the Board and such resignation shall take effect upon the expiration of six months' notice of such resignation or upon expiration of such shorter notice as agreed to by the Board."

Passed 16<sup>th</sup> July, 2009

At an ANNUAL GENERAL MEETING the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

"RESOLVED THAT pursuant to the provisions of Section 31 of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered by inserting the following at the end of Article 93 of the Articles of Association of the Company:

Notwithstanding anything contained to the contrary in these Articles, the Managing Director(s) and the Wholetime Director(s) of the Company shall not be director(s) liable to retire by rotation during their respective tenure of office as such."

Passed 29<sup>th</sup> August, 2024

At an ANNUAL GENERAL MEETING the following RESOLUTION was duly passed as a ORDINARY RESOLUTION:-

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, and other provisions of Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the Ordinary Equity Shares in the authorised share capital of the Company from Rs.100,00,00,000/- (Rupees One hundred Crores) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.170,00,00,000/- (Rupees One Hundred and Seventy Crores) divided into 17,00,00,000 (Seventeen Crores) Equity Shares of Rs.10/- (Rupees Ten) each, by creation of additional 7,00,00,000 (Seven Crores) equity shares of Rs.10/- (Rupees Ten) each ranking paripassu with the existing Equity Shares.”

“RESOLVED FURTHER THAT Capital Clause (Clause 5) of the Memorandum of Association of the Company be and is hereby altered by substituting with the following Clause:

5. The Authorised Share Capital of the Company is Rs.170,00,00,000/- (Rupees One Hundred Seventy Crores) divided into 17,00,00,000 (Seventeen Crores) Equity Shares of Rs.10/- (Rupees Ten) each, with power to classify or reclassify, increase or reduce such capital from time to time and power to divide the shares in the capital in accordance with the Regulations of the Company and the legislative provisions for the time being in force in this behalf and with the power to divide the share capital for the time being into several classes and to attach thereto respectively preferential, qualified or special rights, privileges or conditions including as to voting and to vary, modify, or abrogate the same in such manner as may be permitted by the Act or as may for time to time being be provided for by these presents and the Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Passed 29<sup>th</sup> August, 2024

At an ANNUAL GENERAL MEETING the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

“RESOLVED THAT pursuant to the provisions of Section 14 of Companies Act, 2013 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), the Articles of Association be amended by deletion of the existing Article 5 and substituting therefor with the following:

5. The Authorised Share Capital of the Company shall be such amount as may be set out in the Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**A Summary relating to changes in  
Share Capital of the Company**

In accordance with the part B States (Laws) Act, 195-1, and the Notification No.SRC.302 dated 7<sup>th</sup> March, issued thereunder the Hyderabad Companies Act, No.IV of 1320 Fasli was repealed and the Indian Companies Act, 1913 became effective in Hyderabad from 1<sup>st</sup> April, 1951.

The Original authorized capital of the Company has been altered from time to time as follows:-

Date of Resolution	Altered	To	By
23 <sup>rd</sup> November, 1935	O.S.Rs.	20,00,000	Creation of 1,00,000 Ordinary Shares of Rs.10 each
28 <sup>th</sup> November, 1945	O.S.Rs.	40,00,000	Creation of 2,00,000 Ordinary Shares of Rs.10 each
8 <sup>th</sup> June, 1951	O.S.Rs.	1,25,00,000	Creation of 8,50,000 Ordinary Shares of Rs.10 each
27 <sup>th</sup> April, 1954	I.G.Rs.	1,25,00,000	-
6 <sup>th</sup> July, 1956	I.G.Rs.	1,55,00,000	Creation of 30,000 7% (Taxable) Cumulative Redeemable Preference Shares of Rs.100 each
4 <sup>th</sup> August, 1966	Rs.	5,30,00,000	Creation of 37,50,000 Ordinary Shares of Rs.10 each
17 <sup>th</sup> January, 1973	Rs.	5,00,00,000	Redemption of 30,000 7% (Taxable) Cumulative Redeemable Preference Shares of Rs.100 each at Rs.101 each at the close of business on 31 <sup>st</sup> March, 1973.
25 <sup>th</sup> January, 1977	Rs.	10,00,00,000	Creation of 50,00,000 Ordinary Shares of Rs.10 each
5 <sup>th</sup> July, 1991	Rs.	16,00,00,000	Creation of 60,00,000 Ordinary Shares of Rs.10 each
7 <sup>th</sup> April, 1997	Rs.	50,00,00,000	Creation of 3,40,00,000 Ordinary Shares of Rs.10 each
17 <sup>th</sup> September, 1998	Rs.	1,00,00,00,000	Creation of 50,00,000 Ordinary Shares of Rs.100 each
29 <sup>th</sup> August, 2024	Rs.	170,00,00,000	Creation of 17,00,00,000 Ordinary Shares of Rs.10 each.

**IN THE HIGH COURT OF JUDICTURE ANDHRA PRADESH  
AT HYDERABAD  
(ORDINARY ORIGINAL CIVIL JURISDICTION)**

**WEDNESDAY, THE SIXTEENTH DAY OF MARCH  
TWO THOUSND AND ELEVEN**

**PRESENT  
THE HON'BLE MS JUSTICE G.ROHINI**

**COMPANY PETITION NO.15 OF 2011  
Connected with**

**C.A.No.7 of 2011**

**IN THE MATTER OF THE COMPANIES ACT (1 of 1956)  
AND**

**IN THE MATTER OF Section 391 to 394 of the Companies Act, 1956  
And  
In the matter of Scheme of Arrangement**

**Between  
VST Distributors Storage & Leasing Company Ltd., (Transferor  
Company)**

**And  
VST Industries Limited (Transferee Company)**

**And  
Their Respective Shre Holders**

**Between**

**VST Distribution Storage and Leasing Private Limited, A Company incorporated under the Companies Act, 1956 and having its registered office at 1-7-1063/1065, Azamabad, Hyderabad - 500 020 Rep.by its Director Mr.Anish Gupta**

**.....PETITIONER COMPANY**

**Petition to sanction of Arrangement under Section 394 Read with Sections 391 to 393 of the Companies Act, 1956, of the Company Court Rules, praying that this Hon'ble Court be pleased to**

- a. The Scheme of Arrangement may be sanctioned by this Hon'ble Court, so as to be bidding on all the shareholders of the Petitioner Company and the Transferee Company and on the said Petitioner Company with effect from the Appointed date.**
- b. The notice to Central Government under Section 394A of the Companies Act, 1956 be issued to the Regional Director Ministry of Corporate Affairs, Chennai the Registrar of Companies, Andhra Pradesh at Hyderabad and to the Official Liquidator, High Court of Andhra Pradesh.**

- c. The Notice of Petition be directed to be published in Hyderabad edition of the "Business Standard" the English Daily Newspaper and in the Hyderabad edition of "Andhra Prabha" the Telugu Daily Newspaper.
- d. The Transferor Company be dissolved without winding up with effect from the effective date as per the Scheme of Arrangement.

This Petition coming on for Orders upon reading the Judge's Summons and the affidavit dated 03/02/2011 and filed by Sri. Anish Gupta, Director of Petitioner Company filed by Sri L.V.V. Iyer, Advocate, for the Petitioner Company.

#### Order Under Section 394

Upon the above Petition coming on for further, hearing on 16-3-2011 upon hearing etc., and upon hearing etc.

#### This Court doth Order'

That this Court doth hereby sanction the Scheme of Arrangement and doth hereby declare the same to be binding on all the Shareholders of the Petitioner Transferor Company and the transferee Company Viz., VST Distribution storage & Leasing Company Private Limited the Transferor Company VST Industries Limited the Transferee Company.

That the Scheme of Arrangement between the VST Distribution storage & Leasing Company Private Limited the Transferor Company and VST Industries Limited the Transferee Company)

That "undertaking of the property of the Transferor Company" includes

1. All the assets and property of the Transferor Company as on the appointed date.
2. All debts, liabilities, duties, responsibilities and obligations of the Transferor Company as on the appointed date.

That all the assets and properties, both movable and immovable investments, rights, title and interests, comprised in the undertaking of the Transferor Company shall pursuant to the scheme, without further act or deed be transferred to and vested in the transferee company so as to become as and from the appointed date, the estate assets, rights, title and interests of the Transferee Company.

That all the assets and properties, both movable and immovable investments, rights, title and interests comprised in the undertaking of the Transferor Company shall pursuant to the Scheme and the same shall pursuant to section 394(2) of the Act and without any further Act or deed be transferred to, and vested in the Transferee Company, so as to become as and from the appointed date, the estate, assets, rights, title and interests of the Transferee Company.

That all the liabilities (including contingent liabilities whether disclosed or undisclosed) all debts (whether secured or unsecured) of the Transferor Company be transferred without 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 of the Transferee Company.

That all the suits, actions, and other legal proceedings by or against the Transferor Company under any statute or otherwise whether pending, or arising before the appointed date shall be continued and enforced by against the Transferee Company.

That the Transferee Company is the 100% holding Company of the Transferor Company and is interested in the acquisition of the business carried on by its wholly owned subsidiary ultimately

through the Scheme of Arrangement, i.e. the Transferor Company which is a wholly owned subsidiary of the Transferee Company is being amalgamated into the Transferee Company here would be no issue of Shares pursuant to the amalgamation the entire share capital of the Transferor Company shall stand cancelled upon the scheme.'

That the Transferor Company shall stand dissolved being wound up with effect from the effective date as per the Scheme of Arrangement.

That the Transferor and the Transferee Companies do within 30 days from the date of this Order cause a certified copy of this Order to be delivered to the Registrar of Companies for Registration.

That any person interested shall be at liberty to apply to the Court in the above matter for any direction that may be necessary.

## **SCHEDULE**

### **PART-I**

Of the Scheme deals with the definitions of the expressions used in arrangement.

### **PART-II**

Of the Scheme details in respect of the incorporation and share capital of the Transferor Company and Transferee Company.

Dated this 16<sup>th</sup> day of March, 2011

**SD/A.SUVARNA**

**JOINT REGISTRAR**

**//TRUE COPY//**

**SECTION OFFICER**

**TO**

- 1. Sri Anish Gupta, VST Distribution, Storage and Leasing Private Limited,, Registered office at 1-7-1063/1065, Azamabad, Hyderabad-500020**
- 2. The Authorized signatory – VST Industries Limited(VST) reg office at 1-7-1063/1065, Azamabad, Hyderabad-500020**
- 3. The Regional Director, Ministry of Corporate Affairs, Chennai**
- 4. The Registrar of Companies, 3-5-398m C.P.W.D.Building, Kendriya Sadan, Sultan Bazar, Koti, Hyderabad**
- 5. The Official Liquidator, Office at 5-4-400, II Floor, East wing, Gagan Vihar building, Opp:Gandhi Bhavan, Nampally, Hyderabad.**
- 6. Two C.D.Copies**

**HIGH COURT**

**DATED 16/03/2011**

**SCHEME OF ARRANGEMENT**

**CP NO.15 OF 2011**

**Connected with**

**CA No. 7 of 2011**

**Allowing the Company Application**