
MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
SANOFI CONSUMER HEALTHCARE INDIA LIMITED



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that SANOFI CONSUMER HEALTHCARE INDIA LIMITED is incorporated on this TENTH day of MAY TWO THOUSAND TWENTY THREE under the Companies Act, 2013 (18 of 2013) and that the company is Company limited by shares

The Corporate Identity Number of the company is **U21002MH2023PLC402652**

The Permanent Account Number (PAN) of the company is **ABKCS7912D***

The Tax Deduction and Collection Account Number (TAN) of the company is **MUMS28084H***

Given under my hand at Manesar this TENTH day of MAY TWO THOUSAND TWENTY THREE

Certification signature by DS MINISTRY OF CORPORATE AFFAIRS 10 <roc.crc@mca.gov.in> Validity Unknown

Digitally signed by
DS MINISTRY OF CORPORATE
AFFAIRS 10
Date: 2023.05.10 15:16:41 IST

Kuldeep Singh

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

SANOFI CONSUMER HEALTHCARE INDIA LIMITED

Sanofi House,CTS No.117-B,L&T Business Park, Powai,Mumbai,Mumbai,Mumbai-400072,Maharashtra

*as issued by Income tax Department



THE COMPANIES ACT, 2013

MEMORANDUM OF ASSOCIATION

OF

SANOFI CONSUMER HEALTHCARE INDIA LIMITED

1. The name of the company is “Sanofi Consumer Healthcare India Limited” (“**Company**”).
2. The registered office of the Company will be situated in the state of Maharashtra.
3. A. The objects to be pursued by the Company on its incorporation are:
 - (a) To carry on business of manufacturing, producing, processing, marketing, formulating, buying, trading, storing, packing, selling, distributing, importing, exporting, providing consultancy and otherwise dealing in all kinds of varieties of pharmaceuticals, especially consumer healthcare products, including: (i) basic drugs; (ii) drug intermediates; (iii) chemical, medical, biological and electrolytic drugs, ingredients, medicare, preparations and compositions; (iv) medicines, preparations and formulations in all or any forms, including formulations in which various drugs are processed; (v) patents, medicines, drugs enzymes, fermentations and generic products, vitamin and vitamins products tonic, food products, nutritional products, products in therapies such as pain care, allergy, digestive health, cough & cold, sleep, general wellness and hormones and hormone products; (vi) medical products all raw materials for and all derivatives, extracts, mixtures, powders, granules, compounds, syrups, by-products; (vii) bulk packaging, capsules, tablets, injectables, vials, ointments, sprays, other dosage forms and packaging of, the aforesaid items; (viii) dyes, paints, varnishes, colours, industrial, natural and chemical fertilisers of every description; (ix) acid tanning materials; and (x) and ingredients of every kind and other articles, compounds, ingredients and products or other things of any description whether analogous to the foregoing or not;
- B. Matters which are necessary for furtherance of the objects specified in clause 3(A) are:
 - (b) To buy, sell, let, hire, repair, alter or otherwise deal in all kinds of machinery, plant and apparatus, utensils, articles, component parts, accessories and fittings and substances and things commonly used or capable of being used in connection with the materials and things to be manufactured, refined, dealt with, imported, distributed or sold by the Company;
 - (c) To carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously and conveniently carried on by the company by way of extension of or in connection with the consumer healthcare business or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights:
 - (d) To all types of selling and purchasing activities directly or indirectly and to act as exporters, importers, general order suppliers, manufacturers, representative, purchasing and selling agents, advisors, accredited agents, factors, brokers, correspondents, stockiest, distributors, agents and representatives of consumer healthcare products and to act as service agent for providing services, after sales and other technical services, to carry on business as marketing, technical consultants both in internal and external market, to develop network;

- (e) To carry on the business of consultants and / or advisors in connection with manufacture, use, purchase and sales of all kinds of pharmaceutical products that may appear conducive to the business of the Company;
- (f) To procure the incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purposes of the Company's business;
- (g) To enter into any negotiation, contract or arrangement with any government or authority, supreme, municipal, local or otherwise that may seem conducive to the Company's objects and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise, perform and comply with any such contract, arrangement, rights, privileges and concessions;
- (h) To enter into any negotiation, collaboration, contract or agreement with firms, companies or individuals, whether foreign or Indian and finalise agreements for the import, manufacture, distribution or such other activity which may promote may appear conducive to the business of the Company;

To apply for, purchase or otherwise acquire, protect or renew, in any part of the world, any interest in any recipes, patents, trademarks, licences, concessions or the like conferring exclusive or non-exclusive or limited right to use the same or any secret or information as to any invention in relation to the processing, manufacture, treatment, storage, application and use of drugs, medicines or any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant license in respect of, or otherwise turn to account the property, rights, or information so acquired, and to expend moneys in experimenting upon testing or improving any such patents, inventions, or rights, subject to the law in force;

- (i) To apply for and acquire permits, licenses and quota rights from the Government of India or from state governments or from foreign governments to import and export plant, equipment, spare parts thereof, machinery, raw materials, intermediates, finished products and processing materials connected with the manufacturing and selling of the products of the Company;
- (j) To establish, maintain or conduct research laboratories and experimental workshops for scientific and technical research and experiments and to undertake scientific and technical researches, experiments, and tests of all kinds and to promote studies and researches, both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes & grants to students or otherwise & generally to encourage, promote, & reward studies, researches, investigations of any kind that may be considered likely to assist any of the business which the Company is authorized;;
- (k) To acquire, buy, purchase, lease or otherwise acquire, hold, sell, exchange, grant, demolish, dispose of and deal in lands, buildings, offices, shops, warehouses, laboratories, garages and premises of every description, mortgages, charges, grants, concessions, leases, contracts, policies, book debts and claims and any interest in any moveable or immoveable property and any claims against such property;
- (l) To construct, maintain, improve, develop, work, manage, carry out or control, any offices, buildings, warehouses, factories, laboratories, garages, shops, stores and erections of every

description and any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water courses, wharves and other works and conveniences which the Company may think directly or indirectly conducive to the objects or interests of the Company and to contribute or otherwise assist or take part in the construction, improvement, maintenance, working, management, or development or carrying out or control thereof;

- (m) To draw, make, discharge, endorse, accept, discount, execute and issue bills of lading, rates, receipts, railway receipts, certificate and documents of title, government and other securities, other negotiable or transferable instruments or securities;
- (n) To open current, fix, overdraft or other accounts with any bank or financial institution and to pay into and to draw moneys from such accounts;
- (o) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined and particularly by way of advance or deposit with or without interest to or with any bank, corporation, person or persons and to make, draw, accept, endorse, negotiate, buy, sell, discount and otherwise deal in bills, notes, warrants, coupons and other negotiable and transferable instruments, securities or documents, whether of any government or any public body, corporation or private persons or person;
- (p) Subject to applicable laws, to lend money either with or without security and generally to such persons on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contracts by any such persons; provided that the Company shall not carry on the business of banking as defined by the Banking Companies Act, 1949;
- (q) Subject to applicable laws, to borrow or raise money or to receive money on deposit and interest, or otherwise and from banks, financial corporations, term lending institutions, persons and corporations in India or outside and in such manner as the Company may think fit for the purpose of financing the business of the Company and in particular by the issue or sale on any bonds, mortgage of debentures or debenture-stock, perpetual or otherwise, including debentures or debentures stock, convertible into shares of this or any other company, or perpetual annuities; and in securities of any such money so borrowed, raised or received, to mortgage or charge the whole or any part of the property, assignment or otherwise, and to transfer of sale and other powers as may deem expedient, and to purchase, redeem or pay off any such securities;
- (r) To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities, of any person, firm, company or body corporate carrying on any business which this Company is authorised to carry on, or possessed of property or rights suitable for any of the purposes of the Company and to purchase acquire sell and deal in property, shares, debentures of any such person, firm, company or body corporate and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company;
- (s) To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interests, co-operation, joint adventure, reciprocal concessions or otherwise with any person or company carrying on, or engaged in or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in or to enter into and conduct any business agreement, undertaking or transaction with any government, person, firm or corporation which may be advisable or seem capable of being carried on or conducted so as directly or indirectly to benefit the Company and to lend money, to guarantee the contracts of or otherwise assist any such person, firm or company and to place, take or

otherwise acquire and hold shares or securities of any such person, firm or company, and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same;

- (t) To obtain technical information, knowhow and expert advice or financial accommodation for the production, manufacture or marketing of any products herein before mentioned and to pay to or to the order of such firm, company, body corporate, government authority or person any fee, royalty, shares, bonus, remuneration and other wise recompense them in any other manner for the services rendered by them;
- (u) To carry on the business of providing services or engaging services providers to provide services to domestic, regional and global group companies, associates, joint ventures or third parties for all processes, sub processes, transactions, activities and all other operations undertaken by businesses in the pharmaceutical industry within India and across the world, including those processes or sub processes that are enabled by: (i) information technology such as: (A) data, voice or video collection and processing; (B) call centre services including in bound and out bound calling services of all kinds; (C) technical support; (D) data storage; (E) management of data centres; (F) management of technical centres; (G) disaster recovery and (H) web support back office; (ii) research and analytical services including business or financial analysis, scientific analysis, laboratory research, medical testing and trials and issuance of reports pertaining to such research and analysis; and (iii) human resources related services including: (A) supply of all types of man power such as contractual, skilled, unskilled, trained labour, staff, managerial personnel other technical personnel; (B) accounting services; (C) pay roll management; and (D) establishment and management of training centres; (iv) logistics services; and (v) consultancy services.
- (v) To promote and form and to be interested in and take hold and dispose of shares in other companies for all or any of the objects mentioned in this memorandum and to subsidise or otherwise assist any such Company;
- (w) To assist any company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of capital, shares or other securities and to take, hold and deal in shares and securities of any company, notwithstanding there may be any liabilities thereon;
- (x) To pay for any properties, rights or privileges acquired by this company either in shares of this Company or partly in shares and partly in cash or otherwise and to give shares of this Company in exchange for shares of any other Company;
- (y) To sell, lease, mortgage, surrender, abandon and in any other manner deal with or dispose of the undertaking or property of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company;
- (z) To sell the undertaking and all or any of the property of the Company for cash or for stock, shares, or securities of any other company or for other considerations;
- (aa) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character or which have any moral or other claim to support or aid by the Company by reason of the locality of its operations or otherwise;
- (bb) To undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper, etc., or for organizing lectures, lectures, conferences or seminars, workshops, training program etc., likely to advance the aforesaid objects of for giving merit awards, scholarships, loans or any other assistance to institutes, deserving students or other scholars or consultants or person to enable them to pursue their studies or pursuits or research

and for establishing, conducting or assisting any institution, fund, trust having any one of the aforesaid objects as one of its objects;

- (cc) To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining the business or any of the property of the Company, or for any other purposes conducive to the interests of the Company;
 - (dd) To provide for the welfare of any employee or employees of the Company and the families or the dependents or connections of such persons by grants of money, pensions, allowances, bonus or other payment; or by creating and from time to time subscribing to provident institutions or associations, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation" hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and otherwise to assist or guarantee money to any charitable or benevolent institution or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of utility to the Company or its employees;
 - (ee) Subject to applicable law, to place to reserve or to distribute as dividend or bonus among the members, or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares issued at a premium by the Company and moneys received in respect of dividends accrued on forfeited shares or from unclaimed dividends;
 - (ff) To distribute any of the property of the Company amongst the members in specie or kind;
 - (gg) To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, posters, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards, and donations (including donations to any fund for charitable or public purposes);
 - (hh) To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise and to transact and carry on all kinds of agency business;
 - (ii) To initiate or defend, including by way of arbitration, disputes present or future between the Company and any other Company, firm or individual and to make representations to the relevant authority to an arbitrator in India or abroad and either in accordance with Indian or any other foreign system of law; and
 - (jj) To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of India or elsewhere and as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and so that the word "Company" in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in India or elsewhere; and the intention is that the objects set forth in each of the several paragraphs of this Clause shall have the widest possible construction and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph of this Clause or the name of the Company.
4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
 5. The share capital of the company is Rs.235,000,000, divided into 23,500,000 shares of Rs.10 each.

6. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

S.No.	Names, addresses, descriptions and occupations of subscribers	No. of Shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
1.	<p>Sanofi India Limited.</p> <p><i>Address:</i> Sanofi House, CTS No.117-B, L&T, Business Park Saki Vihar Rd, Powai, Mumbai 400072.</p> <p>Represented by authorised signatory, authorised vide board resolution dated 18th April 2023, Makarand Madhav Kulkarni, son of Madhav Martand Kulkarni.</p> <p><i>Address:</i> L-502 5th Floor Ekta Bhoomi Gardens, Rajendra Nagar Borivali (E) Mumbai - 400066</p>	1999994 equity, 0 Preference	Sd/- Makarand Madhav Kulkarni	<p>FCS Tejas Bharat Shah 205, Sai Leela Commercial Complex, opp. Moksh Plaza, S.V. Road, Borivali (W), Mumbai 400092; Occupation: Practicing Company Secretary Membership No.: 10531</p> <p>Dated 5th May 2023</p> <p>Sd/- Tejas Bharat Shah</p>
2.	<p>Mr. Chandukumar Nekaram Parmar S/o Nekaram Pannaji Parmar Add:19-65A, Baburao Shinde Chawl, Jaku Club, Prabhat Colony Rd, Nr Yatri Hotel, Santacruz E, Mumbai – 400055 Occupation: Service Vide board resolution dated 18th April 2023</p> <p>Nominee of Sanofi India Limited Add: Sanofi House, Cts No.117-B, L&T Business Park Saki Vihar Rd, Powai, Mumbai - 400072</p>	1 Equity, 0 Preference	Sd/- Chandukumar Nekaram Parmar	<p>FCS Tejas Bharat Shah 205, Sai Leela Commercial Complex, opp. Moksh Plaza, S.V. Road, Borivali (W), Mumbai 400092; Occupation: Practicing Company Secretary Membership No.: 10531</p> <p>Dated 5th May 2023</p> <p>Sd/- Tejas Bharat Shah</p>
3.	<p>Mr. Somak Ghosh S/o Pradip Kumar Ghosh Address: Flat No B-403, Arlington Court, Thakur Village, Kandivali E, Mumbai 400101, MH Occupation: Service Vide board resolution dated 18th April 2023</p> <p>Nominee of Sanofi India Limited, Add: Sanofi House, Cts No.117-B, L&T Business Park Saki Vihar Road, Powai, Mumbai 400072</p>	1 Equity, 0 Preference	Sd/- Somak Ghosh	<p>FCS Tejas Bharat Shah 205, Sai Leela Commercial Complex, opp. Moksh Plaza, S.V. Road, Borivali (W), Mumbai 400092; Occupation: Practicing Company Secretary Membership No.: 10531</p> <p>Dated 5th May 2023</p> <p>Sd/- Tejas Bharat Shah</p>
4.	<p>Mr. Rupendra Sachdev S/o Chander Prakash Sachdev Add: 1002, Wing F, Ajmera Royal Classic, Andheri Link Rd, Near Laxmi Industrial Estate, Andheri W, Mumbai – 400053 Occupation: Professional Vide board resolution dated 18th April 2023</p> <p>Nominee of Sanofi India Limited</p>	1 Equity, 0 Preference	Sd/- Rupendra Sachdev	<p>FCS Tejas Bharat Shah 205, Sai Leela Commercial Complex, opp. Moksh Plaza, S.V. Road, Borivali (W), Mumbai 400092; Occupation: Practicing Company Secretary Membership No.: 10531</p> <p>Dated 5th May 2023</p> <p>Sd/- Tejas Bharat Shah</p>

S.No.	Names, addresses, descriptions and occupations of subscribers	No. of Shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
	Add: Sanofi House, Cts No. 117-B, L&T Business Park Saki Vihar Rd, Powai, Mumbai - 400072			
5.	<p>Ms. Vinita Korti Patil D/o Sangappa Chandramappa Korti Add: 201 Sovereign Central Avenue, Hiranandani Garden, Powai, Mumbai 400076 Occupation: Professional Vide board resolution dated 18th April 2023</p> <p>Nominee of Sanofi India Limited Add: Sanofi House, Cts No. 117-B, L&T Business Park Saki Vihar Rd, Powai, Mumbai - 400072</p>	1 Equity, 0 Preference	Sd/- Vinita Korti Patil	<p>FCS Tejas Bharat Shah 205, Sai Leela Commercial Complex, opp. Moksh Plaza, S.V. Road, Borivali (W), Mumbai 400092; Occupation: Practicing Company Secretary Membership No.: 10531</p> <p>Dated 5th May 2023</p> <p>Sd/- Tejas Bharat Shah</p>
6.	<p>Ms. Jagruti Devidas Kapadane, D/o: Devidas Atmaram Shimpi, Add: A602 Iraicon Nandivali Rd Bazaar Lane, BH Subhashree Dombivali (E) 421201, Thane, MH Occupation: Service Vide board resolution dated 18th April 2023</p> <p>Nominee of Sanofi India Limited, Add: Sanofi House, Cts No.117-B, L&T Business Park Saki Vihar Road, Powai, Mumbai 400072</p>	1 Equity, 0 Preference	Sd/- Jagruti Devidas Kapadane	<p>FCS Tejas Bharat Shah 205, Sai Leela Commercial Complex, opp. Moksh Plaza, S.V. Road, Borivali (W), Mumbai 400092; Occupation: Practicing Company Secretary Membership No.: 10531</p> <p>Dated 5th May 2023</p> <p>Sd/- Tejas Bharat Shah</p>
7.	<p>Mr. Surendra Kumar Agarwal, S/o Ramabattar Agarwall Address: E/604, 6th Floor, Vasant Pride, Thakur Complex, Kandivali E, Mumbai MH Occupation: Service Vide board resolution dated 18th April 2023</p> <p>Nominee of Sanofi India Limited, Add: Sanofi House, Cts No.117-B, L&T Business Park Saki Vihar Road, Powai, Mumbai 400072</p>	1 Equity, 0 Preference	Sd/- Surendra Kumar Agarwal	<p>FCS Tejas Bharat Shah 205, Sai Leela Commercial Complex, opp. Moksh Plaza, S.V. Road, Borivali (W), Mumbai 400092; Occupation: Practicing Company Secretary Membership No.: 10531</p> <p>Dated 5th May 2023</p> <p>Sd/- Tejas Bharat Shah</p>
	Total shares taken:	2000000 Equity, 0 Preference		

These Articles of Association are adopted in the First Annual General Meeting of the Company held on 25th April 2024.

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
SANOFI CONSUMER HEALTHCARE INDIA LIMITED

I. PRELIMINARY

1. The regulations contained in Table F in the First Schedule to the Companies Act, 2013 (“**Act**”) shall not apply to Sanofi Consumer Healthcare India Limited (“**Company**”), except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the Act.

The regulations for the management of the Company and for the observance by the members thereof and their representative shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of, or addition to its regulations by special resolution, as prescribed by the Act be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Act.

II. DEFINITIONS AND INTERPRETATION

2. Definitions

In the interpretation of these Articles, the following words and expressions shall have the following meanings, unless repugnant to the subject or context:

“**Act**” means the Companies Act, 2013 as amended from time to time, and rules, regulations and notification framed and/or notified thereunder;

“**Affiliates**” means any entity which is directly or indirectly controlled or promoted by Sanofi, any entity which is an associate or a joint venture of Sanofi, any person who is an investor in Sanofi, and any other person or entity which may be declared by the Sanofi as an affiliate;

“**Annual General Meeting**” means a general meeting of the members held in accordance with the provisions of Section 96 of the Act;

“**Articles**” means the articles of association of the Company, as amended from time to time;

“**Auditors**” means and includes those persons appointed as such for the time being by the Company;

“**Board**” or “**Board of Directors**” means the board of directors of the Company constituted in accordance with the provisions of these Articles and the Act;

“**Beneficial Owner**” means a person whose name is recorded as such with a depository;

“**Body Corporate**” includes a company incorporated outside India but does not include:

- (a) a corporation sole,
- (b) a co-operative society registered under any law relating to co- operative societies, and
- (c) any other body corporate (not being a company as defined in the Act) which the Central Government may, by a notification in the Official Gazette specify in this behalf.

“**Books and Record**” includes the records maintained in the form in accordance with applicable laws, whether in physical or electronic form;

“**Company**” means Sanofi Consumer Healthcare India Limited;

“**Capital**” means the share capital for the time being, raised or authorised to be raised, for the purpose of the Company;

“**Depository**” means a depository as defined in clause (e) of sub- section (1) of section 2 of the Depositories Act, 1996;

“**Depositories Act**” means the Depositories Act, 1996, including any statutory modification or re-enactment thereof for the time being in force;

“**Directors**” means the Directors of the Company or, as the case may be, the Directors assembled at a meeting of the Board;

“**Dividend**” includes bonus;

“**Extra Ordinary General Meeting**” means an extra ordinary general meeting of the members of the Company, duly called and constituted and any adjournment thereof;

“**Financial Statements**” shall have the same meaning as prescribed under the Act;

“**Financial Year**” shall mean the period between 1 January to 31 December;

“**Independent Directors**” shall have the meaning assigned thereto by Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations;

“**Listing Regulations**” means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force;

“**Meeting**” or “**General Meeting**” means a meeting of the members of the Company;

“**Paid Up Capital**” means such aggregate amount of money credited as paid up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid up in respect of shares of the Company, but does not include any other amount received in respect of such shares, by whatever name called;

“**Person**” includes an individual, an association of persons or body of individuals, whether incorporated or not, and a firm;

“**Registered Office**” means the registered office for the time being of the Company;

“**Register of Members**” means the register of members to be maintained by the Company in accordance with the provisions of the Act;

“**Registrar**” means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated;

“**Related Party**” shall have the meaning assigned thereto by Section 2 (76) of the Act and Regulation 2 (1) (zb) of the Listing Regulations;

“**Relative**” shall have the meaning assigned there to under the Act and the Listing Regulations;

“**Seal**” means the Common Seal for the time being of the Company;

“**SEBI**” means the Securities and Exchange Board of India;

“**Secretary**” means a Company Secretary as defined in clause (c) of Sub Section (1) of Section 2 of the Companies Secretaries Act, 1980 who is appointed by the Company to perform the functions of a company secretary under the Act;

“**Security**” means share, debentures and such other security as may be specified by the SEBI from time to time; and

“**Share**” means share in the share capital of the Company and includes stock.

3. Interpretation

- (a) Words using the singular or plural number also include the plural or singular number, respectively.
- (b) Words of any gender include all genders.
- (c) The terms ‘hereof’, ‘herein’, ‘hereto’, ‘hereunder’, ‘hereby’ and derivative or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article.
- (d) References to the words ‘include’ and ‘including’ shall be construed without limitation.
- (e) Unless otherwise specified, references to days, months and years are references to calendar days, calendar months and calendar years, respectively.
- (f) When any number of days is prescribed in the Articles, the same shall be reckoned exclusive of the first and inclusive of the last day.
- (g) Any reference to ‘writing’ shall include printing, typing, transmissions by facsimile or in electronic form (including e-mail) and other means of reproducing words in visible and legible form, but excluding text messaging via mobile phones, social media platforms and messenger applications.
- (h) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any other statutory modification thereof in force at the date at which these regulations become binding on the Company.

III. CAPITAL

4. Amount of Authorised Share Capital to be according to the Memorandum of Association of the Company:

The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association of the Company have the rights, privileges and conditions attaching thereto as provided by these Articles.

5. Variation of the Capital of the Company:

The Company has the power to increase or reduce its Capital and to divide the shares in the Capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with these Articles and to vary, modify or abrogate any such right, privilege, conditions or restrictions in such manner as may for the time being be permitted by these Articles or the legislative provisions for the time being in force in that behalf.

6. Power to issue warrants:

Subject to the provisions of the Act and these Articles, the Board shall have power to issue warrants or other instruments which may entitle the holders thereof to subscribe to equity shares or Convertible Debentures at a price and on such terms and conditions as the Board may deem fit.

7. Power to issue debentures:

The Company shall have power to issue debentures, whether convertible or non-convertible, and whether linked to issue of equity shares or not, among members, but in in accordance with the provisions of the Act. The Company shall, if at any time it issues debentures, keep a register of debenture holders in accordance with the Act.

8. Shares under the control of Directors:

Subject to the provisions of the Act and in particular Article 102 of these Articles, the shares in the Capital of the Company shall be under the control of the Directors who may allot or otherwise dispose of such shares to such person in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may think fit and proper, and with full power to give to any person the option to be allotted shares of the Company either at par or at a premium, such option being exercisable at such time and for such consideration as the Directors think fit.

Provided that the option or right to call on shares shall not be given to any person or persons without the sanction of the Company in Board meeting.

9. Power of the Company to offer shares to such persons as the Company may resolve in a General Meeting:

Subject to Section 62 and Section 42 of the Act, and without derogating from the power for that purpose conferred on the Directors under Article 20, the Company in general meeting may, by special resolution, determine to issue further shares out of the authorised but unissued capital of the Company and may determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders

of debentures of the Company or not) in such proportions and on such terms and conditions and either at a premium or at par, as such general meeting shall determine and with full power to give any person (whether a member or holder of debentures of the Company or not) option to be allotted shares of any class of the Company either at a premium or at par. Such option is exercisable at such general meeting of the Company and the Company may make any other provisions whatsoever for the issue, allotment or disposal of any shares, subject to any direction given by the general meeting as aforesaid and the provisions of Article 91 hereof shall apply to any issue of new shares.

10. Directors may allot shares as fully paid up:

Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company in payment or part payment for any part payment for any property or assets of any kind whatsoever (including the goodwill of any business) sold or transferred or goods or machinery or know-how supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than for cash, and if so issued shall be deemed to be fully paid up or partly paid up shares as aforesaid. The Directors shall cause returns to be filed of any such allotment as provided by the Act.

11. Unclassified shares:

Any unclassified shares of the Company for the time being (whether forming part of the original capital or of any increased capital of the Company), may be issued either with the sanction of the Company in General Meeting or by the Board, with such rights and privileges annexed thereto and upon such terms and conditions as the General Meeting sanctioning the issue of such shares may direct, and if no such direction shall be given and in all other cases as the Directors shall determine and in particular, such shares may be issued with a preferential or qualified right to dividends and in distribution of assets of the company and an preference shares may be issued on the terms that they are or at the option of the Company are liable to redeemed.

12. Acceptance of Shares:

An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is entered in the Register of Members shall for the purpose of these articles be a member of the Company.

13. Company not bound to recognise any interests in shares other than that of the registered holder:

Except when required by law and in particular by Section 89 of the Act, or ordered by a Court of competent jurisdiction, the Company shall not be bound to recognise any person as holding any share upon any trust and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except as otherwise provided by these Articles or as ordered by a court of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

14. Shareholder:

The Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any Shares or other securities or whose name appear as the Beneficial Owner of shares or other securities in the records of Depository, as the absolute owner thereof.

15. Deposit and calls etc. to be a debt payable immediately:

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

16. Installments on shares to be duly paid:

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

17. Funds of the Company shall not be applied in the purchase of the shares of the Company:

None of the funds of the Company shall be directly or indirectly applied in the purchase of any shares of the Company and itself not give any financial assistance for or in connection with the purchase of subscription of any shares in the Company or its holding Company, save as provided by Section 67 of the Act.

Notwithstanding anything contained in the Articles, the Company shall have the power, subject to and in accordance with all applicable provisions of the Act to acquire/purchase and hold or resell any of its fully or partly paid Shares on such terms and conditions and up to such limits as may be determined by the Board or prescribed by law from time to time and make a payment out of Capital in respect of such acquisition/purchase. It is clarified that the funds of Company shall not be applied in purchase of shares of the Company

IV. UNDERWRITING AND BROKERAGE

18. Commission for placing shares, debentures etc.

The Company may, subject to the provisions of provisions of the Act and rules made thereunder, at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or his procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any shares in or debentures of the Company so that the amount or rate of commission does not exceed in the case of shares, [5%] of the price at which the shares are issued and in the case of debentures [2 ½] % of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or debentures or partly in the one way and partly in the other. The Company may also on any issue of shares or debentures pay such brokerage as may be lawful.

V. CERTIFICATES

19. Share Certificate

The certificates of title to the shares shall be issued under the Seal which shall be affixed in the presence of and signed by (a) two Directors duly authorised by the Board for the purpose or the committee of the Board, if so authorised by the Board (provided that if the composition of the Board permits one of the aforesaid two Directors shall be a person other than the managing or whole-time Director) and (b) the Secretary or some other person appointed by the Board for the purpose.

Particulars of every share certificate issued shall be entered in the Register of Members against the said person to whom it has been issued indicating the date of issue. A Director shall be deemed to have signed the share certificate if his signature is printed thereon as a facsimile signature by means of any machine, equipment or other mechanical means such as engraving in metal or lithography, or digitally signed, but not by means of a rubber stamp, provided that the Director shall be personally responsible for permitting the affixation of his signature thus and the safe custody of such machine equipment or other material used, for the purpose.

Provided always that notwithstanding anything contained in this Article, the certificates of title to shares may be executed and issued in accordance with such other provisions of the Act, or the rules made there under, as may in force for the time being and from time to time.

20. Members' right to certificates

Subject to the compliance of the relevant provisions of the Act and the Companies (Share Capital and Debentures) Rules 2014 every member or allottee of share(s) shall be entitled without payment to receive at least one or more certificate in the marketable lot under the seal of the Company for all the shares of each class or denomination registered in his name in such form as the Directors shall prescribe or approve, specifying the number of share or shares allotted to him and the amount paid thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or of its fractional coupons of requisite values, save in case of issues against letters of acceptance or of renunciation, or in case of issue of bonus shares. Provided that, if the letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as it thinks fit, as to seek supporting evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating such evidence, as it may think fit.

21. Delivery of certificates

The Company shall, within two months after the allotment of any of its shares, or within six months after allotment of any of its debentures or within one month from the date of receipt of the instrument of transfer or intimation of transmission of any such shares or debentures, complete and have ready for delivery the certificates of all shares and debentures allotted or transferred, unless the conditions of issue of the shares or debentures otherwise provide and the Company shall otherwise comply with the requirements of Section 56(4) and other applicable provisions (if any) of the Act.

22. Endorsement of certificate

- (a) No Certificate(s) of any share or shares or debenture or debentures shall be issued either in exchange for those which are subdivided or consolidated or in replacement of those which are defaced, torn or old, decrepit, worn out, or rendered useless from any cause whatsoever, or where the cages on the reverse for recording transfers have been fully utilized, unless the certificate in lieu of which they are issued are surrendered to the Company and the Company may charge such fee as the Board thinks fit, not exceeding rupees fifty per certificate.
- (b) No duplicate certificates shall be issued in lieu of those that are lost or destroyed without the prior consent of the Board and without payment of such fees as the Board thinks fit, not exceeding rupees fifty per certificate and on such reasonable terms, if any, as to evidence of such loss or destruction and indemnity and the payment of out of pocket expenses incurred by the Company in investigating evidence as the Board thinks fit.
- (c) When a new share certificate has been issued in pursuance of clause (i) of this Article, it shall state on the face of it and be recorded in the Register maintained for the purpose that it is "*Issued in lieu of share certificate No. _____ sub divided/replaced/on consolidation*".
- (d) Where a new share certificate has been issued in pursuance of clause (ii) of this Article, it shall be stated prominently on the face of it and be recorded in the Register maintained for the purpose, that it is "*Duplicate issued in lieu of Share Certificate No. -*". The word "*Duplicate*" shall be stamped or printed prominently on the face of the share certificates. The duplicate share certificates shall be issued within a period of fifteen days, from the date of submission of complete documents with the Company.
- (e) Where a new share certificate has been issued in pursuance of clause (i) or clause (ii) of this Article, particulars of every such share certificate shall be entered in a Register of Renewed and Duplicate Certificate including against the names of the persons to whom the certificate is issued, the number and date of issue of the share certificate in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members of suitable cross reference in the "Remarks" column. All entries made in the Register of Renewed and Duplicate Share Certificates shall be authenticated by the Company Secretary or such other person as may be authorised by the Board for the purposes of sealing and signing the share certificate.
- (f) All blank forms to be issued for share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank form shall be consecutively machine numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or such other person as the Board may appoint for the purpose, and the Secretary or other persons aforesaid shall be responsible for rendering an account of these forms to the Board.
- (g) As to issue of new certificate in place of those defaced, lost or destroyed, the following persons shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates, including the blank forms of share certificates referred to in clause (f) of this Article:

- (i) the committee of the Board, if so authorized by the Board or where the Company has a Company Secretary, the Company Secretary; or
 - (ii) where the Company has no Company Secretary, a Director specifically authorised by the Board for such purpose.
- (h) All the books referred to in clause (g) of this Article shall be preserved in good order not less than thirty years and in case of disputed cases, shall be preserved permanently and documents.

23. Endorsement of certificate

Every endorsement upon the certificate of any share in favour of any transferee thereof shall be signed by such person for the time being authorized by the Directors in that behalf.

24. Directors to comply with rule

The Board shall comply with requirements prescribed by any rules made pursuant to the said Act relating to the issue and execution of share certificates.

VI. DEMATERIALISATION OF SECURITIES

25. Dematerialisation of securities:

- (a) Notwithstanding anything contained in these Articles and as provided under the Act, the Company shall dematerialise its securities and to offer securities in a dematerialised form pursuant to Depositories Act and the rules framed thereunder.
- (b) Securities in depositories to be in fungible form:
 - (i) All securities held by a depository shall be dematerialised and shall be in fungible form.
 - (ii) Nothing contained in Section 89 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

VII. OPTION TO RECEIVE SECURITY CERTIFICATES OR HOLD SECURITIES WITH DEPOSITORY

26. (a) Every person subscribing to securities offered by the Company shall have the option to receive the Security certificates or hold securities with a depository.
- (b) Where a person opts to hold a Security with a depository, the Company shall intimate such depository the details of allotment of the Security, and on receipt of such information the depository shall enter in its record the name of the allottee as the beneficial owner of that Security.
- (c) Rights of Depositories and Beneficial Owners:
 - (i) Notwithstanding anything to the contrary contained in the Articles, a depository shall be deemed to be registered owner for the purposes of effecting transfer of ownership of Security on behalf of a beneficial owner;

- (ii) The depository as registered owner shall not have any voting rights or any other rights in respect of securities held by it;
 - (iii) Every person holding securities of the Company and whose name is entered as beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities held by a depository.
- (d) Depository to furnish information:
- Every depository shall, furnish information about the transfer of securities in the name of the beneficial owners at such intervals and in such manner as may be specified by the bye-laws of the depository formed in accordance with the Depositories Act, 1996 and the Company in that behalf.
- (e) Notwithstanding anything to the contrary contained in the Articles, where securities are held in a depository, the records of beneficial ownership may be served by such depository on the Company by means of electronic mode;
- (f) Option to opt out in respect of any Security:
- (i) If a beneficial owner seeks to opt out of a depository in respect of any Security, he shall inform the depository accordingly.
 - (ii) The depository shall on receipt of such intimation make appropriate entries in its records and shall inform the Company.
 - (iii) The Company shall, within thirty (30) days of the receipt of intimation from a depository and on fulfillment of such conditions and on payment of such fees as may be specified by the Regulations, issue the certificate of securities to the beneficial owner of the transferee, as the case maybe.

VIII. ALLOTMENT OF SECURITIES

27. Allotment of Securities dealt with in a Depository:

Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

28. Certificate Number and other details of Securities in Depository:

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

29. Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in Depository so far as they apply to shares held in physical form subject to the

provisions of the Depositories Act.

30. Depository to furnish information:

Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.

IX. CALLS

31. Board may make calls:

The Board may from time to time, (by a resolution passed at the meeting of the Board and not by circular resolution) but subject to the conditions under these Articles and the Act, make such calls as it thinks fit, upon the members in respect of all monies unpaid on the shares held by such members (whether on account of the capital value of the shares or by way of premium) and which are not by the condition of the allotment, made payable at fixed times and each members shall pay, in full or through installments, the amount of every call so made on him to the persons and at the times appointed by Directors. The call may be revoked or postponed at the discretion of the Board.

32. Call to date from resolution:

A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed and may be made payable by those members whose names appear on the Register of Members on such date, or, at the discretion of the Directors on such subsequent date as shall be fixed by the Directors.

33. Notice of calls:

At least thirty days' notice of every call, otherwise than on allotment, shall be given specifying the time of payment, provided that before the time for payment of such call the Directors may, by notice in writing to the members, revoke the same.

34. Directors may extend time:

The Directors may, at their discretion, extend the time for the payment of any call for any of the members the Directors may deem entitled to such extension.

35. Amount payable at fixed time or by installments as calls:

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

36. When interest on call or installment payable:

If the sum payable in respect of any call or installments has not been paid on or before the day appointed for payment thereof, the holder for the time being or allottee of the share(s) in respect of which a call shall have been made or the installments shall be due shall pay interest on the same at

such rate as the Directors shall fix from the day appointed for the payment thereof to the time of actual payment provided that the Directors may waive payment of such interest wholly or in part.

37. Judgment decree of partial payment not to preclude forfeiture:

Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principle or interest nor any indulgence granted by the Company in respect of the payment of any money shall preclude the forfeiture of such shares as hereinafter provided.

38. Participation in anticipation of calls may carry interest:

The Directors may, in their discretion, receive from any member willing to advance the same, all or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the moneys so paid in advance or so much thereof as from time to time the amount of calls then made upon the shares in respect of which such advance has been made the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon and the Company may at any time repay the amount so advanced either by agreement with a member or otherwise upon giving to such member three months' notice in writing. No member paying any sum in advance shall be entitled to participate in profits or dividend or to voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable.

39. Proof on trial of suit for money due on shares:

Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his legal representative, for the recovery of any money claimed to be due to the Company in respect of any shares, it shall be sufficient to prove that the name of the member in respect of whose shares money is sought to be recovered that the resolution making the calls duly recorded in the minute book, and that notice of such calls was duly posted to the members or his representative in pursuance of the Articles, and it shall not be necessary to prove the appointment of the Directors who made such call, nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

40. Calls on shares of same class to be made on uniform basis

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

X. FORFEITURE, SURRENDER, LIEN

41. If call or installment not paid notice may be given:

If any member fails to pay the whole or any part of any call or installment or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other money as aforesaid remain unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such member or on the

person (if any) entitled to the shares by transmission, requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have been incurred by the Company by reason of such non-payment.

42. Form of notice:

The notice shall name a day (not being less than 14 days from the date of the notice) on or before which and the place at which such call, installment or such part thereof and such other moneys as and interest and expenses as set out in these Articles are to be paid, and if payable to any person other than the Company, the person to whom such payment is to be made. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

43. Shares to be forfeited in default of payment:

If the requirements of any such notice as aforesaid shall not be complied with, any of the shares in respect of which such notice has been given may, at any time thereafter but before payment of all calls or installments, interest and expenses and other moneys due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

44. Entry of forfeiture in Register of Members:

When any shares shall have been so forfeited, an entry of the forfeiture, with the date thereof, shall be made in the Register of Members and notice of the forfeiture shall be given to the member in whose name such shares were held immediately prior to the forfeiture but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any entry as aforesaid.

45. Effect of forfeiture:

The forfeiture of a share shall involve the extinction at the time of the forfeiture of all interest and claims and demands against the Company in respect of the shares forfeited and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

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

Any shares so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board shall think fit.

47. Directors may annul forfeiture:

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

48. Shareholders liable to pay money owing at the time of forfeiture and interest:

Any person whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest, expenses and other moneys

owing upon or in respect of such shares at the time of forfeiture together with interest thereon from the time of the forfeiture until payment at such rates as the Directors may determine and the Directors may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of forfeiture but shall not be under any obligation to do so.

49. Entry of forfeiture in Register of Members:

When any shares shall have been so forfeited, an entry of the forfeiture, with the date thereof, shall be made in the Register of Members and notice of the forfeiture shall be given to the member in whose name they stood immediately prior to the forfeiture but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any entry as aforesaid.

50. Surrender of shares:

The Directors may, subject to the provisions of the Act, accept the surrender of any share from or by any member, on such terms as they think fit.

51. Company's lien on shares:

The Company shall have no lien on its fully paid shares. In the case of partly paid up shares, the Company shall have a first and paramount lien on such 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 whether held solely or jointly with any other person and whether the period for the payment, fulfillment or discharge thereof shall have actually arrived or not, and no equitable interest in any share shall be created except upon the footing, and condition that Article 16 is to have full effect. Any 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 share to be wholly or in part exempt from the provisions of this Article.

52. As to enforcement of lien on sale:

For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made unless the sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or his Committee, or other legal representatives as the case may be, and default shall have been made by him or them in the payment of the sum payable as aforesaid for fourteen days after the date of such notice. To give effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as aforesaid, the certificate in respect of the shares sold shall stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in lieu thereof to the purchaser or purchasers concerned. Application of proceeds of sale:

The net proceeds of any such sale, after payment of the costs of such sale, shall be applied in or towards the satisfaction of such debts, liabilities or engagements of such member and the residue (if any) shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to such member or the person (if any) entitled by transmission to the shares so sold.

54. Certificate of forfeiture:

A certificate in writing under the hand of a Director, Manager or the Secretary of the Company that the call in respect of a share was made, and notice thereof given, and that default in payment of the call was made, and that the forfeiture of the share was made by a resolution of the Directors to that effect shall be conclusive evidence of the facts stated therein as against all persons entitled to such share.

55. Title of purchaser and allottee of forfeited shares of shares sold in exercise of lien:

Upon any sale after forfeiture or for enforcing a lien in the exercise of the powers herein before given, the Board may appoint an officer of the Company to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and the Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed off may be registered as the holder of the share and he shall not be bound to account for 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 other disposal of the share and after his name has been entered in the Register in respect of such shares, the validity of the sale shall not be impeached by any person.

56. Cancellation of Share Certification in respect of forfeited shares

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall (unless the same shall, on demand by the Company, have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect and the Directors shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.

XI. TRANSFER AND TRANSMISSIONS OF SHARES

57. Transfer and transmission of Dematerialised Securities:

In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

Nothing contained in Section 56 of the Act, shall apply to transfer of securities effected by the transferor and the transferee both of whom are entered as beneficial owner in the record of the Company.

58. Form of Transfer

The instrument of transfer of any shares shall be in writing and all the provisions of Section 56 of the Act and of any statutory modifications thereof for the time being in force shall be duly complied with in respect of all transfers of shares and the registration thereof.

59. Register of Transfer:

Company shall maintain a register of transfers and therein shall fairly and distinctly enter particulars of every transfer or transmission of any share held in material form. Instrument of transfer to be executed by the transferor and transferee

Every such instrument of transfer shall be signed by or on behalf of the transferor and by or on behalf of 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 of Members in respect thereof

60. Transfer not to be registered except on production of instrument of transfer

The Company shall not register a transfer of shares in the Company unless a proper instrument of transfer duly stamped, dated and executed by or on behalf of the transferor and the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company by the transferor and the transferee within the prescribed period along with the certificate relating to the shares, or if no such share certificate is in existence along with the letter of allotment of the shares. Provided that, where the instrument of transfer has been lost or the instrument of transfer has not been delivered within the prescribed period, the Company may register the transfer on such terms as to indemnity as the Board may think fit.

61. Directors may refuse to register transfer:

Subject to the provisions of Section 58 of the Act, the Directors may at their absolute and uncontrolled discretion, decline to register or acknowledge any transfer of shares and shall not be bound to give any reason for such refusal. In particular the Company may so decline in respect of shares upon which the Company has a lien or whilst any moneys in respect of the shares desired to be transferred or any of them remain unpaid and such refusal shall not be affected by the fact that the proposed transferee is already a member. 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 any account whatsoever except as stated hereinabove. The registration of the transfer shall be conclusive evidence of the approval by the Directors of the transferee.

62. Grounds of refusal:

The Company may refuse to register the transfer of any of its securities in the name of the transferee on any one or more of the following grounds:

- (a) that the instrument of transfer is not proper or has not been duly stamped and executed or that the certificate relating to the Security has not been delivered to the Company or that any other requirement under the law relating to the registration of such transfer has not been complied with;
- (b) that the transfer of the Security is in contravention of any law;
- (c) that the transfer of the Security is likely to result in such change in the composition of the Board of Directors as would be prejudicial to the interest of the Company or to the public interest;
- (d) that the transfer of the Security is prohibited by any order of any court, tribunal or other authority under any law for the time being in force; and

(e) Any other ground as the Board may think fit in the interest of the Company.

The transfer of shares, in whatever lot, would not be refused, though there could be no objection to the Company refusing to split a share certificate into several scrips of small denominations or to consider a proposal for transfer of share comprised in a share certificate to several parties, involving such splitting, if on the face of it such splitting/transfer appears to be reasonable or with a genuine need.

Except as above, the Company would not refuse transfer in violation of the Stock Exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number.

63. Notice of refusal to be given to transferor and transferee:

If the Company refuses to register the Transfer of any share or transmission of any right therein the Company shall, within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor, to the person giving intimation of transmission along with reasons for such refusal, as the case may be, and thereupon the provisions of Section 58 of the Act, or any statutory modification thereof for the time being in force shall apply.

64. Transfer by legal representative:

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

65. Custody of Instrument of transfer

66. The instrument of transfer after registration shall be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall, on demand, be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with Company for a period of ten years or more.

67. Closure of transfer books:

The Directors shall have the power, upon issuing notice in accordance with the provisions of the Act or prescribed by SEBI, to close the transfer books of the Company, the Register of Members or the Register of debentures holders, as the case may be at such time or times and for such period or periods of time not exceeding in the whole 45 days in each year and not exceeding 30 days at a time, as to them may seem fit. The minimum time gap between two book closure and / or record dates would be at least 30 days.

68. Title of shares of deceased holder:

The executors or administrators or a holder of a succession certificate in respect of the estate of a deceased member, not being one of two or more joint holders shall be the only persons recognised by the Company as having any title to the shares registered in the name of such deceased member and the Company shall not be bound to recognise such executors or administrators unless such executors or administrators shall have first obtained probate or letters of administration, as the case may be, from a duly constituted court in India, provided that in any case where the Directors in

their absolute discretion think fit, the Directors may dispense with the production of Probate or Letters of Administration or Succession Certificate and under the provisions of Article 70 register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.

69. Transmission Clause:

Subject to the provisions contained in Article 69, any person becoming entitled to a share in consequence of the death, lunacy or insolvency of any member, upon producing proper evidence of the grant of probate or letter of administration or succession certificate or such other evidence that he sustains the character in respect of which he purports to act under this Article or of his title to the Shares as the Board think sufficient may, with the consent of the Board (which it shall not be under any obligation to give), be registered as a member in respect of such shares, or may, subject to these Articles as to transfer hereinbefore contained, transfer such shares. This Article is herein referred to as the transmission Article.

70. Nomination of Shares:

- (a) Notwithstanding anything contained herein above, every shareholder of the Company, may at any time, nominate, in the prescribed manner, a person to whom his shares in the Company, shall vest in the event of his death.
- (b) Where the shares in the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares in the Company, shall vest in the event of death of all the joint holders.
- (c) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares in the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in the Company, the nominee shall, on the death of the shareholder or as the case may be, on the death of the joint holders become entitled to all the rights in such shares, of the holder or, as the case may be, of all the joint holders, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.
- (d) Where the nominee is a minor, it shall be lawful for the holder of the shares, to make the nomination to appoint in the prescribed manner, any person to become entitled to shares in the Company, in the event of his death, during the minority.
- (e) A nominee may upon production of such evidence as may be required by the Board 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 shareholder, could have made.
- (f) If the nominee elects to be registered as holder of the share himself, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder.
- (g) A nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the share except that he shall not, before being registered as a member in respect of his share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of Company.

- (h) Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share, until the requirements of the notice have been complied with.

71. Refusal to register in case of transmission:

Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer for registration.

72. Persons entitled may receive dividend without being registered as member:

A person entitled to a share by transmission shall subject to the right of the Directors to retain such dividends or moneys as hereinafter provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the shares.

73. Board may require evidence of transmission:

Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.

74. No fee on transfer or transmission:

The Company shall not charge any fee for registration of transfer or transmission in respect of shares or debentures of the Company.

75. Company not liable for disregard of a notice prohibiting registration of transfer:

The Company shall incur no liability or responsibility whatsoever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest (to such shares notwithstanding that the Company may not have notice of such equitable right, title or interest) or may have received a notice prohibiting registration of such transfer and may have entered such notice as referred thereto in any book of the Company, and save as provided by Section 89 of the Act, the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered and referred to in the records of the Company but the Company shall nevertheless be at liberty to consider/give regard and attend to any such notice and give effect thereto, if the Directors so think fit.

XII. INCREASE, REDUCTION AND ALTERATION OF CAPITAL

76. Increase of Capital

The Company may from time to time by ordinary resolution in General Meetings increase its share capital by the creation and issue of new shares either by fresh issue of equity shares or increase in terms of/by conversion or otherwise of any instruments including warrants, convertible debentures issued or to be issued in such manner, and of such amount as it thinks expedient.

Subject to the provisions of the Act, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as by the General Meeting creating the same shall direct and if no direction be given, as the Directors shall determine. Such shares may be issued with a preferential or qualified right as to dividends, and in the distribution of assets of the Company, and with a right of voting at General Meetings of the Company in accordance with the provisions of the Act.

77. Right of Equity Shareholders to further issue of Capital

- (a) Where, at any time it is proposed to increase the subscribed capital of the Company by allotment of further shares, then such further shares shall be offered to the persons who, on the date of the offer, are holders of the equity shares of the Company, in proportion as nearly as circumstances admit, to the capital paid up on these shares at that date, and such offer shall be made in accordance with the provisions of the Act.

Provided that notwithstanding anything hereinbefore contained the further shares aforesaid may be offered to any persons, whether or not those persons include the persons who, at the date of offer, are holders of the equity shares of the Company in any manner whatsoever, if a special resolution to that effect is passed by the Company in General Meetings.

- (b) Subject to the provisions of the Act and pursuant to the approval of the shareholders granted by way of a special resolution, the Company may issue warrants or other instruments which may entitle the holders thereof to subscribe to equity shares and convertible debentures on such terms and conditions as the Board may think fit.
- (c) Nothing in this Article shall apply to the increase of the subscribed capital caused by the exercise of an option attached to debentures issued or loans raised by the Company to convert such debentures or loan into shares in the Company or to subscribe for shares in the Company provided that the terms of the issue of such debentures or of such loans include a term providing for such option and such terms have been approved by a special resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans as the case may be.

78. Further issue of Capital to be governed by same rules:

- (a) Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provision herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender, voting or otherwise.
- (b) The Company shall not issue any preference shares which are irredeemable.

- (c) The Company may issue preference shares which are liable to be redeemed within a period not exceeding twenty years from the date of their issue subject to following conditions:
- (i) the issue of such shares has been authorised by passing a special resolution in the general meeting of the Company;
 - (ii) the Company at the time of such issue of preference shares has no subsisting default in the redemption of preference shares or in payment of dividend due on any preference shares.

Provided further that:

- (i) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption.
- (ii) No such shares shall be redeemed unless they are fully paid.
- (iii) The premium if any, payable on redemption must have been provided for out of the profits of the Company or the Company's share Premium Account before the shares are redeemed.
- (iv) Where any such shares are redeemed otherwise than out of the proceeds of a fresh issue there shall out of profits which would otherwise have been available for dividend be transferred to a reserve fund, to be called the 'Capital Redemption Reserve Account' a sum equal to the nominal amount of the shares to be redeemed and the provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided in Section 55 of the Act, apply as if the Capital Redemption Reserve Account were the paid up share capital of the Company.

79. Reduction of Capital

The Company may, subject to the provisions of the Act, reduce its share capital by special Resolution and any Capital Redemption Reserve Account or other Premium Account in any way authorised by law may pay off any paid up share capital upon the footing that it may be called up again or otherwise and may, if and so far as is necessary, alter its Memorandum by reducing the amount of its share capital and of its shares accordingly. This Article is not to derogate from any power the Company would have if it were omitted.

80. Consolidation, division and sub- division:

The Company in General Meeting may alter the conditions of its Memorandum of Association as follows:

- (a) consolidate and divide all or any of the share capital into shares of larger amount than its existing shares.
- (b) sub-divide its shares or any of them into shares of smaller amounts than originally fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amounts, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived.

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

- 81. Issue of further pari passu shares not to affect the rights of shares already issued

The right conferred upon the holders of 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.

XIII. MODIFICATION OF RIGHTS

- 82. Rights attached to any class of shares may be varied

If at any time the share capital is divided into different classes, the rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, be modified, commuted, affected, abrogated or varied (whether or not the Company is being wound up) with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holder of that class of shares and all the provisions hereinafter contained as to General Meeting shall mutatis mutandis apply to every such meeting.

XIV. JOINT HOLDERS

- 83. Joint Holders:

Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as Joint holders with benefits of survivorship subject to the following and other provisions in the Articles:

- 84. No transfer to more than 3 persons:

The Company may be entitled to decline to register more than three persons as the joint holders of any shares.

- 85. Liability of joint holders:

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

- 86. Death of joint holders:

On the death of any such joint holder the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of deceased joint holders from any liability in respect of the shares held by him jointly with any other person.

- 87. Receipts of one sufficient:

Only the person whose name stands first in the Register of Members may give effectual receipts for any dividends or other money payable in respect of such share.

88. Delivery of Certificate and giving of notice to first named holder:

Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to the service of the notice and/or delivery of the certificate relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.

89. Vote of Joint Holders:

Any one of two or more joint-holders may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint holders shall be entitled to be present at the meeting.

Provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by proxy although the name of such joint holder present by proxy stands first or higher in the Register in respect of such shares. Several executors or administrators of a deceased member in whose sole name any share stands shall for the purposes of this clause be deemed joint holders.

XV. DECLARATION BY PERSON NOT HOLDING BENEFICIAL INTEREST IN ANY SHARE

90. Declaration by person not holding beneficial interest in any share:

- (a) Notwithstanding anything contained in these Articles, a person whose name is at any time entered in the Register of Members of the Company as the holder of a share in the Company, but who does not hold the beneficial interest in such share shall, within such time and in such form as may be prescribed, make a declaration to the Company specifying the name and other particulars of the person or persons who hold the beneficial interest in such share in such manner as may be provided in Section 89 of the Act.
- (b) A person who holds or acquires a beneficial interest in a share or a class of shares of the Company shall, within the time prescribed after his becoming such beneficial owner, make a declaration to the Company specifying the nature of his interest, particulars of the person in whose name the shares stand in the Register of Members of the Company and such other particulars as may be prescribed as provided in Section 89 of the Act;
- (c) Whenever there is a change in the beneficial interest in share referred to above, the beneficial owner shall, within the time prescribed from the date of such change make a declaration to the Company in such form and containing such particulars as may be prescribed as provided in Section 89 of the Act;
- (d) Where any declaration referred to above is made to the Company, the Company shall make a note of such declaration in the Register of Members and file within 30 days from the date of receipt of the declaration by it, a return in the prescribed form with the Registrar with regard to such declaration along with such fees or additional fees as may be prescribed.

XVI. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

91. Copies of Memorandum and Articles of Association to be sent by the Company:

Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every member within 7 days of his request and on payment of such sum as may be determined by the Board of Directors.

XVII. CONVERSION OF SHARES INTO STOCK

92. Conversion of shares into stock and reconversion:

The Company, by ordinary resolution in General Meeting may:

- (a) Convert any fully paid-up shares into stock; and
- (b) Re-convert any stock into fully paid-up shares of any denomination.

93. Transfer of Stock:

The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same Articles under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit. Provided that, the Board may from time to time, fix the minimum amount of stock transferable, so however that such minimum shall not exceed the nominal amount of shares from which the stock arose.

94. Rights of Stock holders:

The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matter, as if they held the shares from which the stock arose but no such privilege or advantage (except as regards dividends, participation in the profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in share, have conferred that privilege or advantage.

95. Articles to apply to stocks:

The Articles of the Company (other than those relating to share warrants) as are applicable to paid-up shares shall apply to stock and the words "Share" and "Shareholders" in these Articles shall include stock and stockholder respectively.

XVIII. BORROWING POWERS

96. Power to Borrow:

Subject to the provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Directors shall have the power from time to time at their discretion, by a resolution passed at meeting of the Board and not by circular resolution, to accept deposits from members other in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of moneys for the purposes of the Company.

Provided that where the total amount borrowed at any time together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceeds 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, the consent of the Company by way of a special resolution shall be required. Such special resolution shall specify the total amount up to which moneys may be borrowed by the Board. The expression "temporary loans" in this Article means loans repayable on demand or within six months from the date of the loans such as short terms loans, cash credit arrangements, discounting of bill and the issue of other short-term loans of reasonable character but does not include loans raised for the purpose of financing expenditure of a capital nature.

97. Conditions on which money may be borrowed:

Subject to the provisions of the Act and these Articles, the Directors may, by a resolution passed at a meeting of the Board and not by circular resolution, raise or secure the payment of such sum or sums in such manner and upon such issue of bonds, perpetual or redeemable debentures or debenture-stock, or any mortgage or charge or other Security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

98. Bonds, debentures etc. to be subject to control of Directors:

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

99. Securities may be assignable free from equities:

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

100. Condition on which bonds debentures etc. may be issued

Subject to the provisions of the Act and these Articles any bonds, debentures, debenture-stock or other securities may be issued at a premium or otherwise and with any special rights, privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending (but not voting) at general meeting, appointment of Directors or otherwise.

Provided that debentures with the right to allotment of or conversion into shares, either wholly or partly shall not be issued except with the sanction of the Company in General Meeting by way of a special resolution.

101. Mortgage of uncalled capital

If any uncalled capital of the Company is included in or charged by way of mortgage or other Security by the Directors, the Directors shall, subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the persons in whose favour such mortgage or Security is executed or any other person in trust for him to receive moneys on call from the members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall mutatis mutandis apply to calls made under such authority may be made exercisable either conditionally or unconditionally and either presently or contingently

and either to the exclusion of the Directors' powers or otherwise and shall be assignable if expressed so to be.

102. Indemnity may be given:

Subject to the provisions of the Act and these Articles if the Directors or any other person shall incur or be about incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute any mortgage, charge, or Security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

103. Register of mortgages etc. to be kept:

The Board shall cause a proper register to be kept in accordance of the Act of all mortgages, debentures and charges specifically affecting the property of the Company including all floating charges on the undertaking or any property of the Company, and shall cause the requirements of the Act in that behalf to be duly complied with, within the time prescribed by the said Sections or such extensions thereof as may be permitted by the applicable authority or the Registrar as may be applicable so far as they are to be complied with by the Board.

XIX. REGISTRATION OF CHARGES

104. The provisions of the Act relating to registration of charges which expression shall include mortgages shall be complied with.

XX. GENERAL MEETINGS

105. General Meetings:

Subject to the provisions of the Act the Company shall, in addition to any an Annual General Meeting at the intervals and in accordance with the provisions contained in the Act.

106. Extra-Ordinary General Meetings:

All General Meetings other than Annual General Meetings shall be called Extra-Ordinary General Meetings.

107. Directors may call Extra-Ordinary General Meeting:

The Board of Directors may call an Extra-Ordinary General Meeting whenever they think fit.

108. Directors to call Extra-Ordinary General Meeting on requisition:

The Board of Directors shall, on the requisition of such number of members of the Company who hold, in regard to any matter at the date of receipt of the requisitions, not less than one tenth of such of the paid-up capital of the Company upon which all calls or other moneys then due shall have been paid as at that matter, forthwith proceed duly to call an Extraordinary General Meeting of the Company and the provisions of the Act and the provisions herein below contained shall be applicable to such meeting:

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

- (b) The requisition may consist of several documents of the like from each signed by one or more requisitionists.
- (c) Where two or more distinct matters are specified in the requisition, the provisions of clause (a) above shall apply separately in regard to each such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the conditions specified in that clause is fulfilled.
- (d) If the Board of Directors do not, within twenty one days from the date of the receipt of valid requisition in regard to any matter, proceed duly to call a meeting for the consideration of those matters on a day not later than forty five days from the date of the receipt of the requisition, the meeting may be called by the requisitionists themselves or by such of the requisitionists as represent either majority in value of the paid up share capital held by all of them or not less than one-tenth of such of the paid up share capital of the Company as is referred to in clause (a) above whichever is less.
- (e) A meeting called by the requisitionists or any of them shall be called and held in the same manner, as nearly as possible, as that in which meetings are called and held by the Board, but shall not be held after the expiration of three months from the date of the deposit of the requisition.
- (f) Any reasonable expenses incurred by the requisitionist in calling a meeting under clause (e) above shall be reimbursed to the requisitionists by the Company, and any sum so paid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.
- (g) Where two or more persons hold any shares or interest in the Company jointly, a requisition or a notice calling a meeting signed by one or some of them, shall for the purposes of this Article have the same force and effect as if it has been signed by all of them.

109. Notice of Meeting:

- (a) A General Meeting of the Company may be called by giving not less than twenty one days clear notice either in writing or in electronic mode in such manner as may be prescribed.
- (b) However, a General Meeting may be called after giving a shorter notice, if the consent is given in writing or by electronic mode by not less than ninety five percent of the members entitled to vote at such meeting.

110. Contents of Notice:

- (a) Every notice of a meeting of the Company shall specify the place, the date, the day and the hour of the meeting, and shall contain a statement of the business to be transacted thereat.
- (b) In every notice there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and that a proxy need not be a member of the Company.
- (c) In case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special, with the exception relating to:

- (i) the consideration of the Financial Statements and the report of the Board of Directors and auditors;
 - (ii) the declaration of any dividend;
 - (iii) the appointment of Directors in the place of those retiring;
 - (iv) the appointment of and the fixing of the remuneration of the Auditors;
- (d) In the case of any other meeting all business shall be deemed special.

111. Special Business:

Where any item of business to be transacted at the meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular, the nature of the concern or interest if any, therein of: (a) every Director and of the Manager, if any; (b) every other key managerial personnel; and Relatives of the persons mentioned in sub clauses (a) and (b) and any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decisions thereon.

Provided that where any item of special business as aforesaid to be transacted at a meeting of the Company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, Director, the Manager, if any and of every other key managerial personnel of the Company shall also be set out in the explanatory statement, if the extent of such shareholding interest is not less than 2 per cent of the paid-up share capital of that other company.

112. Explanatory Statement:

Where any item of business to be transacted at the meeting refers to any document, the time and place where the document can be inspected shall be specified in the explanatory statement.

113. Service of Notice:

Notice of every meeting shall be given to every member of the Company in any manner authorised by the Act and by these Articles.

114. Notice to be given to the Auditors

Notice of every meeting of the Company and every other communication relating to any general meeting of the Company which any member of the Company is entitled to have sent to him, shall be given to the Auditor or Auditors for the time being of the Company in the manner authorised by the Act, as in the case of any member or members of the Company.

115. Omission in giving notice:

An accidental omission to give notice of any meeting to or the non-receipt of any notice by any member or other person to whom it should be given shall not invalidate the proceedings at the meeting or the resolutions passed thereat.

116. Resolutions requiring Special Notice:

- (a) Where by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent of total voting power or holding shares on which such aggregate sum not exceeding Rs. 500,000, not earlier than three months but not less than fourteen days before the meeting at which it is to be moved exclusive of the days on which the notice is served and the day of the meeting.
- (b) The Company shall, immediately after the notice of the intention to move any such resolution has been received by it, give its members, notice of the resolution not earlier than three months but at least fourteen days before the meeting exclusive of the day of dispatch of the notice and the day of the meeting, in the same manner as it gives its notice of any general meeting. If that is not practicable, the notice shall be published in English language in English newspaper and in vernacular language in a vernacular newspaper, both having wide circulation in the State where the Registered Office is situated and such notice shall also be posted on the website, if any, of the Company. Such notice shall be published not less than seven days before the meeting exclusive of the day of publication of the notice and day of the meeting.

117. Circulation of member's resolution:

Upon a requisition of members complying with Section 111 of the Act, the Directors shall duly comply with the obligation of the Company under the Act relating to circulation of members resolutions and statements.

118. Business which may not be transacted at the meeting:

No General Meeting, whether Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business or statement of which has not been specified in the notice covering the meeting, except as provided in the Act.

XXI. PROCEEDINGS AT GENERAL MEETINGS

119. Quorum at General meeting:

The quorum for the General Meeting shall be as follows:

- (a) Five members personally present if the number of members as on the date of meeting is not more than one thousand;
- (b) Fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; and
- (c) Thirty members personally present if the number of members as on the date of the meeting exceeds five thousand.

120. Proceedings when quorum not present:

No business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

If, within half an hour after the time appointed for the holding of a General Meeting, the quorum is not present, the meeting, if convened on the requisition of shareholders shall be dissolved and in every other case, shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Directors may by notice to the shareholders appoint. If even at such adjourned meeting the requisite quorum is not present within half an hour from the time appointed for holding the meeting, those members present shall be the quorum and may transact the business for which the meeting was called.

121. Business of adjourned meetings:

No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

122. Chairman:

The Chairman of the Board, and in his absence the Vice Chairman shall be entitled to take the chair at every General Meeting. If there be no Chairman or if at any meeting, he shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Vice Chairman, or in the case of his absence or refusal, the Directors present may choose a Chairman, and in default of their doing so the members present shall choose one of the Directors to be the Chairman, and if no Director present be willing to take the chair, the members present shall choose one of the members to be the Chairman.

123. Business confined to decision of Chairman whilst chair vacant:

- (a) No business shall be discussed at any General Meeting except the election of Chairman whilst the chair is vacant.
- (b) If a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman so elected shall continue to exercise all the powers of the Chairman under the Act and these Articles. Where another person is elected as a Chairman as a result of the poll, he shall then be the Chairman for the rest of the meeting.

124. Chairman with consent may adjourn meeting:

The Chairman with the consent of any meeting at which a quorum is present can adjourn any meeting from time to time and from place to place in the city or town or village where the Registered Office is situated.

125. Notice to be given where a meeting is adjourned for thirty days or more:

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 under the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

126. Evidence of the passing of a resolution where poll not demanded:

At any General Meeting, a resolution put to the vote of the meeting shall, unless a poll is (before or on the declaration of the result on a show of hands) demanded be decided on a show of hands and unless a poll is so demanded, a declaration by the Chairman that a resolution has been carried,

either unanimously or by a particular majority, and an entry to that effect in the books 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 cast in favour of or against such resolution.

127. Demand for poll

Before or on declaration of the result of the voting on a show of hands, the Chairman may on his own motion, order a poll to be taken. A poll shall also be ordered by Chairman if it is demanded by one or more members present at the meeting in person or by proxy and holding shares or being entitled to votes at least to the extent stipulated by the Act. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

128. Time and manner of taking poll:

A poll demanded on any question (other than the election of the Chairman or on question of adjournment, which shall be taken forthwith) shall be taken at such place in the city/town or village in which the Registered Office is situated and at such time not being later than forty eight hours from the time when the demand was made as the Chairman may direct. Subject to the provisions of the Act, the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken, including the power to take the poll by open voting or by secret ballot and either at once or after the interval or adjournment or otherwise and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

129. Scrutinisers at poll, postal ballot and e-voting:

When a poll is to be taken, the Chairman of the meeting shall appoint such number of scrutinisers, as he deems necessary to scrutinise the votes given on the poll and to report, thereon to him in the manner as may be prescribed. Of the scrutinisers appointed under this Article, one shall always be a member (not being an officer or employee of the Company) present at the meeting provided such a member is available and willing to be appointed.

In case the Act or SEBI require the Company to provide to its members facility to exercise their right to vote at general meetings by electronic means, the Board shall appoint one or more scrutinisers, who may be Chartered Accountant in practice, Cost Accountant in practice, or company secretary in practice, or an Advocate, or any other person who is not in the employment of the Company and is person of repute who, in the opinion of the Board can scrutinise the voting and the remote e- voting process in a fair and transparent manner.

130. Demand for poll not to prevent transaction of other business:

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

131. Resolution have decided in case of equality of votes:

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 has taken place, or at which the poll is demanded, shall be entitled to second or casting vote in addition to the vote or votes to which he may be entitled as a member.

132. Reports, Statements and Registers to be laid on the table

At every Annual General Meeting of the Company, the directors' report and audited statement of Accounts, Auditor's report (if not already incorporated in the statement of accounts), the proxy register with proxies and the register of Directors, key managerial personnel and their shareholding maintained in accordance with the provisions of the Act shall be laid before the shareholders of the Company. The qualifications, observations or comments or other remarks on the financial transactions or matters which have any adverse effect on the functioning of the company, if any, mentioned in the Auditor's Report shall be read at the Annual General Meeting and attention of the Members present shall be drawn to the explanations / comments given by the Board of Directors in their report and shall be open to inspection by any member of the Company. The qualifications, observations or comments or other remarks if any, mentioned in the Secretarial Audit Report issued by the Company Secretary in practice, shall be read at the Annual General Meeting and attention of Members present shall be drawn to the explanations / comments given by the Board of Directors in their report.

Where a company has one or more subsidiaries, it shall prepare consolidated Financial Statement of the company and of all the subsidiaries in the same form and manner as that of its own which shall also be laid before the Annual General Meeting of the Company along with the laying of its Financial Statement as mentioned above. The Company shall also attach along with its audited statement of accounts, a separate statement containing the salient features of the audited accounts of its subsidiary or subsidiaries in such form as may be prescribed.

133. Registration of certain resolutions and agreements:

A copy of each of the following resolutions (together with a copy of the statement of material facts annexed in accordance with the provisions of the Act to the notice of the meeting in which such resolution has been passed) and agreements shall, within such period as may be prescribed after the passing or making thereof, be printed or typewritten and duly certified under the signature of an officer of the Company and filed with the Registrar:

- (a) Special Resolutions;
- (b) Resolutions which have been agreed to by all the members of the Company but which, if not so agreed to, would not have been effective for their purpose unless they had been passed as special resolutions;
- (c) Resolutions of the Board of agreements relating to the appointment or reappointment or the renewal of the appointment or variation of the terms of appointment of a Managing Director;
- (d) Resolutions or agreements which have been agreed to by all the members of any class of shareholders but which if not so agreed to, would not have been effective for their purpose unless such resolutions had been passed by a particular majority or otherwise in a particular manner, and all resolutions or agreements which effectively bind all the members or any class of shareholders though not agreed to by all those members;
- (e) Resolution requiring the Company to be wound up voluntarily passed in pursuance of Section 304 of the Act;
- (f) Resolutions passed in accordance with Section 179(3) of the Act; and

(g) Any other resolution or agreement as may be prescribed to be placed in the public domain.

A copy of every resolution of the Company which has the effect of altering the Articles of the Company and a copy of every agreement referred to in the above clauses (c), (d) and (g) shall be embodied in or annexed to every copy of the Articles of the Company issued after the passing of the resolution or the making of the agreement.

134. Minutes of General Meeting:

The Company shall cause minutes of all proceedings of every General Meeting to be kept in accordance with the provisions of the Act by making, within thirty days of the conclusion of each such meeting, entries thereof in books kept for that purpose with their pages consecutively numbered. Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of the Chairman within that period, by a Director duly authorised by the Board for that purpose, in no case the minutes of the proceedings or a meeting shall be attached to any such book as aforesaid by pasting or otherwise. Any such minutes kept as aforesaid shall be evidence of the proceedings recorded therein.

135. Inspection of Minutes Book of General Meetings:

The books containing the aforesaid minutes shall be kept at the Registered Office and be open during business hours to the inspection of any member without charge subject to such reasonable restrictions as the Company may by these Articles or in General Meeting impose in accordance with the Act. Any member shall be entitled to be furnished, within seven days after he had made a request in that behalf to the Company with a copy of the minutes on payment of Rs.10 per page or part of any page. Provided that a member who has made a request for provision of soft copy in respect of minutes of any previous general meetings held during a period immediately preceding three financial years shall be entitled to be furnished, with the same free of cost.

136. Publication of report of proceedings of General Meetings:

No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or the Act to be contained in the Minutes of the proceedings of such meeting.

XXII. VOTE OF MEMBERS

137. Votes may be given by proxy or attorney:

Subject to the provisions of the Act and these Articles, votes may be given either personally or by proxy (only on poll) or in the case of a body corporate also by a representative duly authorised under the Act.

138. Prescribed mode of voting:

Subject to the provisions of the Act:

(a) On a show of hands, every holder of equity shares entitled to vote and present in person shall have one vote and upon a poll every holder of equity shares entitled to vote and

present in person or by proxy shall have voting rights in proportion to his share in the paid-up equity Capital of the Company.

- (b) Every holder of a preference share in the capital of Company shall be entitled to vote at a General Meeting of Company only in accordance with the limitations and provisions laid down in Section 47(2) of the Act.

A member may exercise his vote at a meeting by electronic means and shall vote only once.

139. Voting by members of unsound mind and minors:

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. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians, if more than one, to be selected in case of dispute by the Chairman of the Meetings.

140. No member to vote unless calls are paid up:

Subject to the provisions of the Act, no member shall be entitled to be present or to vote at any General Meeting either personally or by proxy or be reckoned in a quorum whilst any call or other sums shall be due and payable to the Company in respect of any of the shares of such member.

141. Member entitled to cast his vote differently:

On a poll taken at a meeting of the Company, a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, use all his votes or cast in the same way all the votes he uses.

142. Votes of a person entitled to a share on transmission:

Any person entitled under Article 70 to transfer any share shall not be entitled to be present, or to vote at any meeting either personally or by proxy, in respect of such shares, unless at least forty-eight hours before the time for holding the meeting or adjourned meeting as the case may be, at which he proposes to be present and to vote, he shall have satisfied the Directors of his right to transfer such shares (as to which the opinion of the Directors shall be final) or unless the Directors shall have previously admitted his right to vote in respect thereof.

143. Appointment of proxy:

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

144. Deposit of instrument of proxy:

Every proxy shall be appointed by an instrument in writing signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an Officer or an attorney duly authorised by it.

145. Timing of deposit of proxy:

- (a) The instrument of proxy shall be deposited at the office of the Company not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument appointing proxy shall be valid after the expiration of twelve months from the date of its execution except in the case of the adjournment of any meeting first held previously to the expiration of such time.
- (b) Every member entitled to vote at a meeting of the Company according to the provisions of these Articles on any resolution to be moved thereat, shall be entitled, during the period beginning twenty four hours before the time fixed for the commencement of the meeting, and ending with the conclusion of the meeting, to inspect, the proxies lodged at any time during the business hours of the Company provided not less than three days' notice in writing of the intention so to inspect is given to the Company.

146. Form of proxy:

An instrument appointing a proxy shall be in such form as may be prescribed by the Act from time to time.

147. Custody of the instrument of proxy:

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

148. Validity of votes given by proxy notwithstanding death of members, etc:

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

149. Times for objection to votes:

Subject to the provisions of the Act and these Articles, no objection shall be made to the validity of any vote except at the meeting or poll at which such vote is tendered and every vote whether given personally or by proxy or by any means hereby authorised, and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

150. Chairman of any meeting to be the judge of validity of any vote:

Subject to the provisions of the Act and these Articles, the Chairman of any meeting shall be the sole judge of the validity of every vote tendered or given at such meeting and subject as aforesaid, the Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

XXIII. DIRECTORS

151. Number of Directors:

Subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three, and unless otherwise determined by the Company in General Meeting, not more than as stipulated under the Act. The Board composition shall include such number of independent Directors and women Directors as required under the provisions of the Act and the Listing Regulations.

152. Agreement to appoint Directors:

Subject to the provisions of the Act, the Company shall subject to the provisions of the Act, be entitled to agree with any person, firm or body corporate that he or it shall have right to appoint his or its nominee on the Board upon such terms and conditions as may be prescribed from time to time.

153. Independent Director:

Every independent Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent Director, give a declaration that he meets the criteria of independence as provided under the Act or as defined in the definition clause of these Articles. Notwithstanding anything contained in these Articles, the terms of appointment, manner of selection, remuneration, tenure of office, etc. of an Independent Director shall be subject to the provisions of the Act.

154. Nominee Directors:

The Company may agree with any financial institution or any authority or person or government that in consideration of any loan or financial assistance of any kind whatsoever, which may be rendered by it to the Company, it shall till such time as the loans or financial assistance is outstanding have power to nominate one or more Directors on the Board of the Company and from time to time remove and re-appoint such Directors and to fill in any vacancy caused by the death or resignation of such Directors otherwise ceasing to hold office. Such Nominee Directors shall not be required to hold any qualification shares nor shall they be liable to retire by rotation.

155. Debenture Director:

Any trust deed for securing debentures or debenture-stock may, if so specified therein, provides for the appointment, from time to time by the trustees thereof or by the holders, of the debentures or debenture-stock of any person to be a Director of the Company and may empower such trustees or holder of debentures or debenture-stock from time to time to remove any Director so appointed. The Director appointed under this Article is herein referred to as the "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or, subject to the provision of the Act, be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

156. Appointment of Alternate Directors:

The Board may appoint an alternate Director (not being a person holding any alternate Directorship for any other Director in the Company) to act for a Director (for the purposes of this Article, the “**Original Director**”) who shall remain absent from India for a period of over 3 months. Provided that no person shall be appointed as an alternate Director for an Independent Director unless he is qualified to be appointed as an independent Director under the Act.

Such appointment shall have effect and such appointee, whilst he holds office as an Alternate Director, shall be entitled to receive notice of meetings of the Board and to attend and vote thereat accordingly. An Alternate Director appointed under this Article should not hold office as such for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office, if and when the Original Director returns to India. If the term of office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re- appointment of a retiring Director in default of any other appointment shall apply to the Original Director and not to the Alternate Director.

157. Appointment of Additional Directors:

- (a) Subject to the provisions of the Act, any casual vacancy occurring in the office of a Director before the term of office of such Director expires, may be filled up by the Directors at a meeting of the Board. Any person so appointed would have held office, if the vacancy had not occurred and shall hold office only upto the date upto which the Director in whose place he is so appointed would have held the office if it had not been vacated. Provided that, where a vacancy is created by removal of a Director, the Director who was removed from office shall not be re- appointed as the Director by the Board.
- (b) Subject to the provisions of the Act, the Directors shall have power at any time and from time to time to appoint a person or persons, other than a person who fails to get appointed as a Director in a general meeting, as Additional Director or Directors. Such Additional Director shall hold office only up to the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier, but shall be eligible for re- election at that meeting as a Director, provided that the number of Directors and the Additional Director together, shall not exceed the maximum strength fixed for the Board under the Act or by Article 152 hereof.

158. Qualifications of Directors:

A Director of the Company shall not be bound to hold any qualification shares.

159. Remuneration of Directors:

Subject to the provisions of the Act, the remuneration payable to the Director of the Company shall be as hereinafter provided.

- (a) The fees payable to a Director for attending a meeting of the Board or a Committee of the Board of Directors from time to time shall be within the maximum limits of such fees that may be prescribed under Section 197 of the Act, or if, not so prescribed in such a manner as the Directors may determine from time to time in conformity with the provisions of law. The Directors shall be paid such further remuneration if any, either on the basis of percentage on the net profits of the Company or otherwise, as the Company in General

Meeting shall from time to time determine, and such additional remuneration and further remuneration shall be divided amongst the Directors in such proportion and manner as the Board may from time to time determine, and in default of such determination, shall be divided amongst the Directors equally.

- (b) The Board of Directors may in addition allow and pay to any Director who is not a resident of the place where a meeting of the Board or Committee or a general meeting of the Company is held, and who shall come to the place for the purpose of attending the meeting, such sum as the Board may consider fair compensation for his traveling, hotel, boarding, lodging and other expenses incurred in attending or returning from meetings of the Board of Directors, or any Committee thereof or general meetings of the Company.
- (c) Subject to the limitations provided by the Act and this Article, if any Director shall be called upon to go or reside out of his usual place or residence on the Company's business or otherwise perform extra service outside the scope of his ordinary duties, the Board may arrange with such Director for such special remuneration for such service either by way of salary, commission, or the payment of stated sum of money as they shall think fit, in addition to or in substitution of his remuneration above provided, and all the Directors shall be entitled to be paid or reimbursed or repaid any traveling, hotel and other expenses incurred or to be incurred in connection with the business of the Company and also to be reimbursed all fees for filing all documents which they may be required to file under the provisions of the Act.
- (d) Subject to the provisions of Section 197 and 198 of the Act, an Independent Director shall not be entitled to any stock options.
- (e) The Company shall, in accordance with Section 197 (12) of the Act, disclose in its Board's report, the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for every financial year.

160. Directors may act notwithstanding vacancy:

The continuing directors may notwithstanding any vacancy in their body but subject to the provisions of the Act, if the number falls below the minimum number above fixed and notwithstanding the absence of a quorum, may act for the purpose of filing up vacancies or for summoning a General Meeting of the Company.

161. Notice of Interest:

- (a) Subject to these Articles hereof and the Act and the observance and fulfillment thereof save and except as stated in Section 188, no Director shall be disqualified by his office from contracting with the Company for any purpose and in any capacity whatsoever including either as Vendor, purchase, agent, broker, underwriter of shares and debentures of the Company or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be void, nor shall any Director, so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relationship thereby established, but it is hereby declared that nature of his interest must be disclosed by him.

- (b) Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding.
- (c) Every Director who is in any way whether directly or indirectly concerned or interested in any contract or arrangement or proposed contract or arrangement entered into or to be entered into:
 - (i) with a body corporate in which such Director or such Director in association with any other Director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or
 - (ii) with a firm or other entity in which, such Director is a partner, owner or member, as the case may be,

shall disclose the nature of his concern or interest at a meeting of the Board of Directors in which such contract or arrangement is discussed and shall not participate in such meeting.

- (a) Provided that where a Director was not concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.
- (b) For the purpose of this Article, the disclosure to be made by a Director, shall be made by way of a notice in the form if any prescribed by the Act.
- (c) Nothing contained in clauses (b), (c) and (d) hereof shall apply to any contract or arrangement entered into or to be entered into between the Company and any other Company where any one of the Directors of the Company or two or more of them together holds or hold not more than two percent of the paid up share capital in the other company.

162. Register of contracts in which Directors are interested:

- (a) The Company shall keep one or more registers in accordance with Section 189 of the Act in which shall be entered separately particulars of all contracts or arrangements to which Sub-Section (2) of Section 184 or Section 188 of the Act applies.
- (b) The entries in such Registers shall be made at once, whenever there is a cause to make the entry, in chronological order and shall be authenticated by the Secretary of the Company or by any other person authorised by the Board for this purpose. The Registers shall be placed before the next meeting of the Board and shall then be signed by all the Directors present at the meeting. The Registers shall also be produced at the commencement of every Annual General Meeting of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting;
- (c) The Registers aforesaid shall also specify, in relation to each Director of the Company, the particulars of the firms or bodies corporate or other association of individuals, in which

such Director has any concern or interest, of which notice has been given by him under sub- Section (1) of Section 184 of the Act.

- (d) Nothing in the foregoing clauses (a), (b) and (c) shall apply to any contract or arrangement for the sale, purchase or supply of any goods, materials or services if the value of such goods and materials or the cost of such services does not exceed five lakh rupees in the aggregate in any year.
- (e) The Registers as aforesaid shall be kept at the Registered Office and they shall be open to inspection at such office and extracts may be taken from any of them and copies thereof may be required by any member of the Company on payment of fees of Rs.10 per page.

163. Directors may be Directors of Companies promoted by the Company:

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

164. Disclosure of holdings:

A Director or Manager shall give notice in writing to the Company of his holding of shares and debentures of the Company or its subsidiary, together with such particulars as may be necessary to enable the Company to comply with the provisions of Section 170 of the Act. If such notice be not given at a meeting of the Board, the Director or Manager shall take all reasonable steps to secure that it is brought up and read at the meeting of the Board next after it is given. The Company shall enter the particulars of the Director's and Manager's holding of the shares and debentures as aforesaid in a register kept for their purpose in accordance with the provisions of the Act.

165. Loans to Directors:

The Company shall observe the restrictions imposed on the Company in regard to grant of loan to Directors and other persons as provided under the provisions of the Act.

166. Related Party Transactions:

Except as provided in and subject to the limitations and restrictions contained in the Act and the Listing Regulations, the Company shall not enter into any contract or arrangement with a Related Party with respect to:

- (a) for the sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company; and

(g) for underwriting the subscription of any securities or derivatives thereof, of the Company.

167. Increase or reduction in number of Directors:

Subject to the provisions of the Act and these Articles, the Company may from time to time increase or reduce within the maximum limit permissible the number of Directors.

Provided that the Company may increase the number of Directors beyond the permissible maximum limit only after passing a special resolution.

XXIV. RETIREMENT AND ROTATION OF DIRECTORS

168. Retirement of Directors:

(a) Subject to the provisions of the Act, all the Directors of the Company, other than non-retiring Directors, Independent Directors and the Managing Director or Managing Directors shall be liable to retire by rotation. However when the total number of non-retiring Directors, inclusive of Managing Director/s and Nominee Directors exceeds one-third of the total number of Directors or number permissible under the provisions of the Act for non-rotation of the Directors, as the case may be, the Board shall decide as to out of them whose period of office shall be liable to determination by retirement by rotation from time to time as and when a situation arises.

(b) At every Annual General Meeting of the Company, one third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or multiple of three the number nearest to one third shall retire from office. The Managing Director, if any, and any Director appointed under Article shall not be subject to retirement under this Article.

169. Ascertainment of Directors retiring by rotation:

Subject to the provisions of the Act and these Articles, the Directors to retire under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall in default of and subject to any agreement among themselves, be determined by lot. Subject to the provisions of the Act, a retiring Director shall remain in office until the conclusion of the meeting at which his re- appointment is decided or his successor is appointed.

170. Eligibly of re- appointment:

Subject to the provisions of the Act and these Articles, a retiring Director shall be eligible for re- appointment.

171. Company to fill up vacancy:

The Company at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or another person thereto.

172. Provision in default of appointment

- (a) If the place of the retiring Director or Directors is not so filled up and the meeting has not expressly resolved not fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday till the next succeeding day which is not a national holiday, at the same time and place.
- (b) If at the adjourned meeting also the place of the retiring Director or Directors is not filled up and the meeting also has not expressly resolved not to fill the vacancy the retiring Director or Directors shall be deemed to have been re-appointed at the adjourned meeting unless:
 - (i) at the meeting or at the previous meeting a resolution for the re- appointment of such Director or Directors has been put to the meeting and lost;
 - (ii) the retiring Director or Directors has or have by a notice in writing addressed to the Company or its Board of Directors expressed his or their unwillingness to be so re-appointed;
 - (iii) he is or they are not qualified or is disqualified for appointment;
 - (iv) a resolution whether special or ordinary, is required for their appointment or re-appointment by virtue of any provisions of the Act;
 - (v) Article 176 or Section 162 is applicable to the case.

173. Notice of candidature for office of Directors:

- (a) Subject to the provisions of the Act and these Articles, any person who is not a retiring Director shall be eligible for appointment to the office of the Director at any General Meeting if he or a member intending to propose him has, at least fourteen clear days before the meeting, left at the Registered Office a notice in writing under his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office as the case may be along with a deposit of Rs. 100,000 (Rupees One Lakh only) or such higher amount as may be prescribed which shall be refundable only if the candidate in respect of whom such deposit is made has duly been elected as Director or if he gets more than 25% of total valid votes cast either on show of hands or on poll on such resolution.
- (b) A person appointed as a Director shall not act as a Director unless he gives his consent to the Company to hold the office as Director and files the same with the Registrar within the prescribed time.
- (c) On receipt of the notice referred to in this Article the Company shall at least seven days before the general meeting inform its members of the candidature of that person for the office of a Director or of the intention of member to propose such person as a candidate for that office by: (i) serving individual notices on members through electronic mode to such members who have provided their email addresses to the Company for communication purposes, and in writing to all other members; and (ii) by placing notice of such candidature or intention on the website of the Company, if any.

Provided that it shall not be necessary for the Company to serve individual notices upon the members if the Company advertises such candidature or intention not less than seven days before the meeting at-least once in a vernacular newspaper in the principal vernacular language of the district in which the Registered Office is situated, and circulating in that district, and at least once in English Language in an English newspaper circulating in that district

174. Individual Resolution for Directors Appointment:

At a General Meeting of the Company, a motion shall not be made for the appointment of two or more persons as Directors of the Company by single resolution. Provided that it shall be so made, if it has first been agreed to by the meeting without any vote given against it. A resolution moved in contravention of this Article shall be void whether or not objection so moved is passed. No provision for the automatic re-appointment of retiring Directors by virtue of these Articles or the Act in default of another appointment shall apply.

175. Appointment of Ex- Officio Directors:

So long as the Sanofi and Affiliates, or its successors or assignees of its business continue to hold twenty six percent of the equity shares of the Company, Sanofi and Affiliates shall have the right by a notice in writing signed by duly authorised officers of Sanofi and Affiliates addressed to the Board, to appoint such number of person or persons as shall, together with the managing director or managing directors not exceeding one- third of the total number of Directors for the time being of the Company, as Directors of the Company and to remove such persons from office and on a vacancy being caused in such office from any cause whether by resignation, death, removal or otherwise of any person so appointed, to appoint others in the vacant places.

The Directors appointed under this Article are herein referred to as “non-retiring Directors” and the term “non-retiring Directors” means the Directors for the time being in office under this Article. The non-retiring Directors shall not be liable to retire by rotation. The non-retiring Directors shall not be bound to hold any qualification shares.

176. Any appointment, removal and designation of a non-retiring Director under the preceding Article, shall be by a notice in writing signed by duly authorised officers of Sanofi and Affiliates addressed to the Board and shall take effect forthwith upon such notice being delivered to the Board.

177. All Directors other than the non-retiring Directors shall be elected by the shareholders of the Company in General Meeting and shall be liable to retirement by rotation as herein provided.

178. Departmental Directors:

The Directors may from time to time designate any person to be a departmental, functional, divisional or local Director and define, limit or restrict his powers and duties and determine his remuneration and the designation of his office and may at any time remove any such persons from such office. A departmental, functional, divisional or local Director (notwithstanding that the designation of his office may include the word “Director”) shall not by virtue of such office be or have power in any respect to act as a Director of the Company, nor be entitled to receive notice of or attend or vote at meetings of the Directors, nor be deemed to be a Director for any of the purposes of the Articles.

179. Removal of Directors

- (a) The Company may, subject to the provisions of the Act and these Articles remove any Director before the expiry of his period of office.
- (b) Special notice as provided by Article 117 and Section 115 of the Act shall be given, of any resolution to remove a Director under this Article or to appoint another person in place of a Director so removed at the meeting at which he is removed.
- (c) On receipt of notice of any such resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
- (d) Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto, representation in writing to the Company and requests its notification to members of the Company, the Company shall unless the representation is received by it too late for it to: (i) in the notice of the resolution given to the members of the Company state the fact of the representation having been made; and (ii) send a copy of the representation to every member of the Company to whom the notice of the meeting has been sent (whether before or after receipt of the representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or because of the Company's default the Director may (without prejudice to his right to be heard orally) require that the representation shall be read out at the meeting.

Provided that copies of the representation shall not be read out at the meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this clause are being abused to secure needless publicity for defamatory matter.

- (e) A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, be filled by the appointment of another Director in his place by the meeting at which he is removed provided Special Notice of the intended appointment has been given under clause (b) hereof. A Director so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforesaid.
- (f) If the vacancy is not filled under clause (e) it may be filled as casual vacancy in accordance with the provisions of the Act.
- (g) A Director who was removed from office under this Article shall not be re-appointed as Director by the Board of Directors.
- (h) Nothing contained in this Article shall be taken:
 - (i) as depriving a person removed thereunder of any compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment terminating with that as Director, or
 - (ii) As derogating from any power to remove a Director which may exist apart from this Article.

XXV. MEETING OF DIRECTORS

180. Meeting of Directors:

The Directors may meet as a Board from time to time and at least four Board meetings shall be held in every year, and they may adjourn and otherwise regulate their meetings as they deem fit and as provided for under the Act. The provisions of this Article shall not be deemed to be contravened merely by reason of the fact that a meeting of the Board which had been called in compliance with the terms herein mentioned could not be held for want of quorum.

181. When meetings to be convened and notice thereof:

A Director or the managing director may at any time and the Secretary upon the request of a Director shall convene a meeting of the Directors by providing notice in accordance with the provisions of the Act.

Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one Independent Director, shall be present at the meeting.

Provided further that in case of absence of independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent Director, if any.

182. Quorum:

Subject to the provisions of the Act, the quorum for a meeting of the Board of Directors shall be one-third of the total strength of the Board of Directors (excluding Directors, if any, whose places may be vacant at the time, and any fraction contained in that one- third being rounded off as one) or two Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum, provided that where at any time, the number of interested Directors exceeds or is equal to two- thirds of the total strength, the number of remaining Directors that is to say the number of Directors who are not interested and are present at the meeting, not being less than two shall be the quorum during such meeting.

183. Adjournment of meeting for want of quorum:

If a meeting of the Board of Directors cannot be held for want of quorum, then the meeting shall stand adjourned by three days and at such time and place as the Chairman may decide. If that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place or to such day, time and place as the Directors present may determine.

184. Appointment of Chairman:

The Directors may from time to time elect one of them to be Chairman of the Board of Directors and one of them to be Vice- Chairman, and determine the period for which they are to hold their respective offices. The Chairman or in his absence the Vice- Chairman shall preside at meetings of the Board and shall exercise all powers of the Chairman of the Board of Directors. If at any meeting of the Board neither the Chairman nor the Vice- Chairman is present at the time appointed for holding the meeting, the Directors present shall choose one of them to be the Chairman of such meeting.

185. Chairman shall have casting vote:

In case of an equality of votes, the Chairman shall have a second or casting vote.

186. Directors may appoint committees:

Subject to the provisions of the Act and Article, the Directors may delegate any of their powers to committee consisting of such member or members of their body, as they think fit and they may from time to time revoke and discharge any such committee either wholly or in part and either as to person or purposes, but every committee so formed shall, in the exercise of the powers so delegated to it conform to any regulations that may from time to time be imposed on it by the Directors. All acts done by any such committee in conformity with such regulations and in fulfillment of the purpose of their appointment but not otherwise, shall have the like force and effect as if done by the Board. Subject to the provisions of the Act the Board may fix the remuneration to be paid to any member or members of their body constituting a committee appointed by the Board in terms of these Articles.

The Board of Directors shall, if applicable, constitute an audit committee as per Section 177 of the Act, a nomination and remuneration committee as per Section 178 of the Act and a stakeholders relationship committee as per Section 178 of the Act.

187. Meetings of committees how to be convened

The meetings and proceedings of any such committee consisting of two or more Directors shall be governed by the provisions herein contained in respect of the meeting and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. Where a Board meeting is to be conducted through video or audio/video mode, the same shall be conducted in accordance with the Act.

188. Resolution by Circulation

(a) A resolution passed by circulation without a meeting of the Board or a committee of the Board appointed under Article 198 shall subject to the provisions of clause (b) hereof and the Act be as valid and effectual as resolution duly passed at a meeting of the Board or of a committee duly called and held.

(b) A resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, if the resolution has been circulated in draft together with the necessary papers, if any, to all the Directors or to all the members of the Committee at their address registered with the Company in India by hand delivery or by post or by courier or through electronic means as per the Act and has been approved by a majority of the Directors or members, who are entitled to vote on the Resolution.

(c) Provided that where not less than one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the Chairman shall put the resolution to be decided at a meeting of the Board.

- (d) Subject to the provisions of the Act, a statement signed by the managing director or other person authorised in that behalf by the Directors certifying the absence from India or any Directors shall for the purposes of this Article be conclusive.
- (e) A resolution under clause (a) shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

189. Act of Board or committee valid notwithstanding defect in appointment:

Subject to the provisions of the Act and these Articles, all acts done by any meeting of the Directors or by a Committee of Directors or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was any defect in the appointment of such Director or person acting as aforesaid or that they or any of them were or was disqualified, or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, may be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to acts done by the Directors after their appointment had been shown to the Company to be invalid or to have terminated.

190. By whom the minutes to be signed and the effect of minutes recorded:

The Company shall cause minutes of the meeting of the Board and of Committees of the Board to be duly entered in a book or books provided for the purpose in accordance with the provisions of the Act. The minutes shall contain a fair and correct summary of the proceedings of the meeting including the following:

- (a) The names of the Directors present at the meeting of the Board or any Committee thereof;
- (b) All orders made by the Board;
- (c) All resolutions and proceedings of meetings of the Board and committees thereof;
- (d) In the case of each resolution passed at a meeting of the Board or Committee thereof the name of Directors if any, dissenting from or not concurring in the resolution;
- (e) All appointments made at the meeting of the Board of Directors.

191. All such minutes shall be signed by the Chairman of the concerned meeting or by the person who shall preside as Chairman at the next succeeding meeting and all the minutes purported to be so signed shall for all actual purposes whatsoever be prima facie evidence of the actual passing of the resolution recorded, and the actual and regular transaction or occurrence of the proceedings so recorded and of the regularity of the meetings at which the same shall appear to have taken place.

192. General Powers of Directors

- (a) Subject to the provisions of provisions of the Act and these Articles the Board of the Company shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorised to exercise, and do. Provided that the Board shall not exercise any power or do any act or thing which is directed or required or otherwise to be exercised or done by the Company in General Meeting. Provided further that in exercising any such act or thing the Board shall be subject to the provisions contained in that behalf in the Act

or in the Memorandum or in these Articles or in any regulations not inconsistent therewith duly made thereunder including regulations made by the Company in General Meeting.

- (b) No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

193. Consent of Company necessary for the exercise of certain powers

Subject to the provisions of Sections 180 and 181 of the Act, the Board shall not, except with the consent of the Company by a special resolution:

- (a) Sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking;
- (b) Remit or give time for the repayment of any debt due by a Director;
- (c) Invest otherwise than in trust securities, the amount of compensation received by the Company as a result of any merger or amalgamation;
- (d) Borrow money where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

194. Bona fide contribution to charitable funds, etc.:

The Board may, with the prior permission of the Company in General Meeting contribute to bona fide charitable and other funds, any amounts the aggregate of which will in any financial year, exceed five percent of its average net profits during the three financial years immediately preceding.

195. Powers to be exercised by the Board on behalf of the Company

- (a) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and it shall do so by means of resolutions passed at meetings of the Board or by means of resolution by circulation wherever permitted by the Act:
 - (i) To make calls on shareholders in respect of moneys unpaid on their shares;
 - (ii) To authorise buy-back of securities under Section 68 of the Act;
 - (iii) To issue securities including debentures, whether in or outside India;
 - (iv) To borrow money;
 - (v) To invest the funds of the Company;
 - (vi) To make loans or give guarantee or provide Security in respect of loans;
 - (vii) To approve Financial Statement and the Board's report;

- (viii) To diversify the business of the Company;
 - (ix) To approve amalgamation, merger or reconstruction;
 - (x) To take over a company or acquire a controlling or substantial stake in another company;
 - (xi) To make political contributions subject to Section 182 of the Act;
 - (xii) To appoint or remove Key Managerial Personnel;
 - (xiii) To take note of appointment(s) or removal (s) of one level below the Key Managerial Personnel;
 - (xiv) To appoint internal auditors and secretarial auditor;
 - (xv) To take note of the disclosure of Director's interest and shareholding;
 - (xvi) To buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;
 - (xvii) To invite or accept or renew public deposits and related matters;
 - (xviii) To review or change the terms and conditions of public deposit;
 - (xix) To approve quarterly, half yearly and annual Financial Statements or financial results as the case may be.
- (b) Provided that the Board may, by a resolution at a meeting delegate to any Committee of Directors or the Managing Director or any other principal officer of the Company or to a principal officer of any of its branch offices, the powers specified below on such conditions as the Board may prescribe.
- (c) Where the Company has an arrangement with its bankers for the borrowing of moneys by way of overdraft, cash credit, or other accounts, the day to day operation on overdraft, cash credit or other account, by means of which the arrangement as made is actually availed of shall not require the sanction of the Board.
- (d) Nothing contained in this Article shall be deemed to affect the right of the Company in General Meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in clause (a) above.
196. Without prejudice to the powers conferred by Article 97 and 193 and so as not in any way to limit or restrict these powers and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in Articles 194 to 196 and subject to the provisions of the Act it is hereby declared that the Directors shall have the following powers, that is to say power:
- (a) To pay all costs, charges and expenses preliminary and incidental to the promotion, establishment and registration of the Company.

- (b) To pay and charge to the capital of the Company any commission or interest lawfully payable thereabout under the provisions of Section 40 of the Act and Article 18.
- (c) Subject to the provisions of the Act and these Articles, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit, and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory.
- (d) At their discretion and subject to the provisions of the Act, to pay for any property or rights acquired, or services rendered to the Company, either wholly or partly in cash, or in shares of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bond, debentures, debenture- stock, mortgage or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- (e) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, separately or co-jointly; also insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurances effected in pursuance of this power.
- (f) To open accounts with any bank or bankers or with any Company or firm and to pay money into and draw money from any such account from time to time as the Directors may think fit.
- (g) To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being or in such other manner as they think fit.
- (h) To attach to any shares to be issued as the consideration or part of the consideration for any contract with or property acquired by the Company or in payment for services rendered to the Company, such conditions as to transfer thereof as they think fit.
- (i) To accept from any member, on such terms and conditions as may be agreed, a surrender of his shares or stock or any part thereof, so far as may be permissible by law.
- (j) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and provide for the remuneration of such trustee or trustees.
- (k) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debt due, or of any claims or demands by or against the Company.
- (l) To refer any claims or demand by or against the Company or any dispute or difference to arbitration and observe, perform and execute any awards made thereon.
- (m) To act on behalf of the Company in all matters relating to bankrupts and insolvents.

- (n) To make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company.
- (o) To open and operate bank accounts and to determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend warrant, releases, contract and documents and to give the necessary authority for such purposes.
- (p) Subject to the provisions of the Act and these Articles to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such securities and other investments (not being shares of the Company) or without Security and in such manner as they may think fit, and from time to time to vary or realise such investments provided that save as permitted by Section 187 of the Act all investments shall be made and held by the Company in its own name.
- (q) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit, and any such mortgages may contain a power of sale and such other powers, covenants, provisions and agreements as shall be agreed.
- (r) To distribute by way of bonus amongst the staff of the Company a part of the profits of the Company, and to give to any officer or other persons employed by the Company a commission on the profits of any particular business or transactions and to charge such bonus or commission as part of the working expenses of the Company.
- (s) Subject to the provisions of the Act, to give to any officer or other person employed by the Company an interest in any particular business or transaction by way of a share in the general profits of the Company, and such share of profits shall be treated as part of the working expenses of the Company.
- (t) Subject to the provisions of the Act, to provide for the welfare of the employees or ex-employees of the Company and its Directors or ex-Directors and the wives, widows, and families and the dependants of such persons, by building or contributing to the building of houses, dwelling or quarters or by grant of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals, and dispensaries, medical and other attendances and other form of assistance, welfare or relief as the Directors shall think fit, and to subscribe or contribute or otherwise to assist to or guarantee money to charitable, benevolent, religious, scientific, national, public or any other institutions objects or purposes or for any exhibition.
- (u) Before recommending any dividend, to set aside out of the profits of the Company such sums as they may think proper for depreciation or to create a Depreciation Fund, Insurance Fund, General Reserve, Reserve Fund, Sinking Fund or any special or other funds or funds or account or accounts to meet contingencies, or to redeem Redeemable Preference Shares, debentures or debentures-stock or to pay special dividends, or for equalising dividends, or for repairing, improving, extending and maintaining any part of the property of the Company and/or for such other purposes (including the purposes referred to in the last two

preceding clauses) as the Directors may, in their absolute discretion think conducive to the interests of the Company and to invest the several sums so set aside or as much thereof as are required to be invested upon such investments (subject to the restrictions imposed by the Act and these Articles) as the Directors may think fit and from time to time to deal with and vary any such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company notwithstanding that the matters to which the Directors apply or upon which they extend the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or extended and to divide the Reserve, General Reserve, or the Reserve Fund into such special funds as the Directors may think fit, and to employ the assets constituting all or any of the above funds or accounts, including the Depreciation Fund appropriated out of the net profits in the business of the Company or in the purchase or repayment of Redeemable preference Shares, debentures or debenture-stock and that without being bound to keep the same separately from the other assets and without being bound to pay or allow interests, on the same with power however to the Directors at their discretion to pay, allow to the credit of such fund interest at such rate as the Directors may think proper.

- (v) Subject to the provisions of the Act, to appoint and at their discretion remove or suspend managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and also without prejudice as aforesaid, from time to time provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in clause (x) (y) (z) and (aa) following shall be without prejudice to the general powers conferred by this clause.
- (w) To comply with the requirements of any law which the Company is not bound to comply with but which in their opinion it shall be in the interests of the Company necessary or expedient to comply with.
- (x) To sell from time to time any articles, materials, machinery, plant, stores and other articles and things belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.
- (y) From time to time to extend the business and undertaking of the Company by adding to, altering or enlarging all or any of the buildings, factories, workshops, premises plant and machinery, for the time being of the property or in the possession of the Company, or by erecting new or additional buildings, and to expend such sums of money for the purposes aforesaid or any of them as may be thought necessary or expedient.
- (z) To undertake on behalf of the Company the payment of all rents and performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company, and to purchase the reversion or reversions, and otherwise to acquire the free-hold-fee-simple of all or any of the lands of the Company for the time being held under lease, or for an estate less than freehold estate.

- (aa) To improve, manage, develop, exchange, lease, sell, re-sell and re-purchase, dispose of, deal with or otherwise turn to account, any property, (moveable or immovable), or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.
- (bb) From time to time and at any time to establish any Local Board for managing any of the Company's assets in any specified locality in India or elsewhere and to appoint any person to be members of any Local Board, or any managers or agents and to fix their remuneration.
- (cc) (cc) Subject to the provisions of Section 179 of the Act and these Articles from time to time, and at any time to delegate to any such Local Board, or any member or members thereof or any managers or agents so appointed any of the powers, authorities and discretions for the time being vested in the Board of Directors and to authorise the members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding such vacancies therein and any such appointment or delegating under clause (x) or this Article may be made on such conditions as the Board of Directors may think fit. The Board of Directors may at any time remove any persons so appointed and may annul or vary any such delegation.
- (dd) At any time and from time to time by Power of Attorney to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not managers of any Company or firm or otherwise in favour of any body of persons whether nominated directly or indirectly by the Board of Directors) and any such Power of Attorney may contain such powers for the protection or convenience of the persons dealing with such attorneys as the Board of Directors may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in them.
- (ee) Subject to the provisions of the Act and these Articles, to delegate the powers, authorities and discretions vested in the Directors to any person, firm, company, or fluctuating body of persons as aforesaid.
- (ff) Subject to the provisions of the Act and these Articles, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.
- (gg) To erect, construct, and build any factories, warehouses, godowns, engine house, tanks, wells or other constructions, adapted to the objects of the Company as may be considered expedient or desirable for the objects or purposes of the Company or any of them.

XXVI. MANAGING DIRECTOR OR MANAGING DIRECTORS OR WHOLE TIME DIRECTOR OR WHOLE TIME DIRECTORS

197. Appointment of Managing Director:

So long as Sanofi and Affiliates hold twenty six percent of paid up share capital of the Company, the Company shall from time to time for a term which may not exceed five years appoint as its Managing Director or Managing Directors, one or more members of the Board, nominated by

Sanofi and Affiliates, upon such terms and remuneration as may be agreed. On a vacancy been caused in the office of the Managing Director or Managing Directors whether by resignation, death, removal or otherwise, Sanofi and Affiliates will nominate, by serving a notice in writing, another person for such appointment and the Board shall appoint such nominee as hereinabove provided.

If no person is nominated as Managing Director by Sanofi and Affiliates in exercise of the right conferred, the Company will appoint a Managing Director upon such terms as it may think fit subject to the provisions of the Act.

The remuneration of the Managing Director or Managing Directors may be fixed, by way of monthly payment, fee for each meeting or participation in profits, or by any or all of these modes or in any other mode not expressly prohibited by the Act.

198. Managing Director not liable to retire by rotation:

Subject to the provisions of the Act, the Managing Director or Managing Directors shall not, while he or they continue to hold that office, be subject to retirement by rotation save and except otherwise decided pursuant to Article 157. If he ceases to hold the office of Director, he shall ipso facto and immediately cease to be the Managing Director.

199. Appointment of Manager

(a) a) Subject to the applicable provisions of the Act, the Directors may in the alternative, from time to time, after obtaining such sanction and approvals as may be necessary, appoint any individual or individuals as Manager or Managers for the Company and fix the terms of his remuneration subject to the provisions of the Act.

(b) b) A Manager so appointed shall exercise the powers and authorities conferred upon him by an Agreement entered into between him and the Company and/or by a resolution of the Board or General Meeting and shall be subject to the obligations and restriction imposed in that behalf by the Act.

200. Remuneration of Managing Director and Whole time Director:

The remuneration of the Managing Director or Managing Directors or Whole-time Director or Whole-time Directors (subject to provisions of Section 197 and other applicable provisions of the Act and of these Articles and of any contract between him or them and the Company) shall be in accordance with the terms of his or their contract with the Company.

201. Powers and Duties of Managing Director:

Subject to the provisions of the Act and of the terms of any Resolution of the Company in General Meeting or of any Resolution of the Board and to the term of any contract with him or them, the Managing Director or Managing Directors shall have substantial powers of management subject to the superintendence, control and direction of the Board of Directors.

XXVII. KEY MANAGERIAL PERSONNEL

202. Key Managerial Personnel:

Subject to Section 203 of the Act and any other applicable provisions of the Act, the Company shall appoint by means of resolution of the Board, the following key managerial personnel:

- (a) Managing Director, or Chief Executive Officer or Manager and in their absence; a Whole-time Director;
- (b) Company Secretary; and
- (c) Chief Financial Officer.

203. Every whole-time key managerial personnel of a company shall be appointed by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.

204. A whole-time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time.

Provided that nothing contained in this Article shall disentitle a key managerial personnel from being a Director of any company with the permission of the Board.

Provided also that the Company may appoint or employ a person as its Managing Director, if he is the Director or Manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the Directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the Directors then in India.

205. If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

XXVIII. SECRETARY

206. The Directors shall appoint a whole-time secretary of the Company possessing the prescribed qualification for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them. The main functions of the Secretary shall be *inter alia*: (a) the responsibility for maintaining registers required to be kept under the Act and these Articles; (b) for making the necessary returns to the Registrar under the Act and these Articles and for getting the necessary documents registered with the Registrar; and (c) and for carrying out all other administrative and ministerial acts, duties and functions which a secretary of a Company is normally supposed to carry out, such as giving the necessary notices to the members, preparing the agenda of meetings, issuing notices to Directors, preparing minutes of meetings of members and of Directors and of any Committees of Directors and maintaining minute books and other statutory documents, and he shall carry out and discharge such other functions and duties as the Directors or the Managing Directors may from time to time require him to do.

- (a) The Functions of the Company Secretary shall include:

- (i) to report to the Board about compliance with the provisions of the Act, the rules made thereunder and other laws applicable to the Company.
 - (ii) to ensure that the Company complies with the applicable secretarial standards.
 - (iii) to discharge such other duties as may be prescribed.
- (b) Duties of the Company Secretary

The Company Secretary shall also discharge the following duties, namely:

- (i) to provide to the Directors of the Company, collectively and individually, such guidance as they may require, with regard to their duties, responsibilities and powers;
- (ii) to facilitate the convening of meetings and attend Board, committee and general meetings and maintain the minutes of these meetings.
- (iii) to obtain approvals from the Board, the Company in general meeting, Government and such other authorities as required under the provisions of the Act. Appointment, Functions, and Duties of Secretary
- (iv) to represent before various regulators, and other authorities under the Act in connection with discharge of various duties under the Act.
- (v) to assist the Board in the conduct of the affairs of the Company.
- (vi) to assist and advise the Board in ensuring good corporate governance and in complying with the corporate governance requirements and best practices,
- (vii) to discharge such other duties as have been specified under the Act or rules; and
- (viii) such other duties as may be assigned by the Board from time to time.

XXIX. REGISTERS, BOOKS AND DOCUMENTS

207. Registers, Books and Documents:

- (a) Company shall maintain all registers, books and documents as required by the Act;
- (b) The said registers, books and documents shall be maintained in conformity with the applicable provisions of the Act and these Articles and shall be kept open for inspection for such persons as may be entitled thereto respectively, under the Act and these Articles on such days and during such business hours as may in that behalf be determined in accordance with the provisions of the Act and these Articles and extracts therefrom shall be supplied to those persons entitled thereto in accordance with the provisions of the Act and these Articles.
- (c) The Company may keep a foreign register of members, debenture holders, other Security holders or beneficial owners residing outside India in accordance with the provisions of the Act.

XXX. THE SEAL

208. Seal of the Company:

The Directors shall provide a Seal for the purpose of the Company, and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Directors shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by or under the authority of the Director or a Committee of Directors previously given, and in the presence of two Directors or one Director and the Secretary, who shall sign every instrument to which the seal is so affixed in their presence.

209. Seal Abroad:

The Directors and the Company shall also be at liberty to use an official seal in any territory, district or place outside India.

XXXI. DIVIDENDS

210. Division of Profits:

The profits of the Company, subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid upon the shares held by them respectively. Provided always that any capital paid up or credited as paid up on a share during the period in respect of which a dividends declared shall, unless the terms of issue otherwise provide, only entitle the holder of such shares to an apportioned amount of such dividend proportionate to the capital from time to time paid up during such period on such share.

211. Capital paid up in advance at interest not to earn dividend:

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

212. Dividends in proportion to amount paid up:

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

213. The Company in General Meeting may declare a dividend:

The Company in General Meeting may, subject to the provisions of the Act, declare a dividend to be paid to the members according to their respective rights and interests in the profits and subject to the provisions of the Act, may fix the time for payment. When dividend has been so declared, subject to the provisions of Section 127 of the Act, either the dividend shall be paid or the warrant in respect thereof shall be posted within 30 days of the date of declaration to the shareholders entitled to the payment of the same.

214. Powers of General Meeting to limit dividend:

No larger dividend shall be declared than is recommended by the Directors but the Company in General Meeting may declare a smaller dividend. No dividend shall be payable except out of the profits of the year or any other undistributed profits of the Company, or otherwise than in

accordance with the provisions of the Act and no dividend shall carry interest as against the Company. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

215. Interim Dividend:

Subject to the provisions of the Act, the Directors may from time to time, pay to the members such interim dividends as in their judgement the position of the Company justifies.

216. Right to dividend, etc. pending registration of transfer:

Wherein an instrument of transfer of shares of the Company has been delivered to the Company for the registration and the transfer of such shares has not been registered by the Company, it shall comply with the provisions of Section 126 of the Act in respect of the dividend, right, shares and bonus shares in relation to such shares.

217. No member to receive dividend whilst indebted to the Company and Company's right of reimbursement thereof:

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

219. Right to dividend pending registration of transfer:

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

(a) No unclaimed or unpaid dividend shall be forfeited by the Board and unless otherwise directed any dividend may be paid by cheque or warrant sent through post or in any electronic mode to the Registered address of the member or person entitled or in case of joint holders to that one of them first named in the Register in respect of the joint holding. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or other person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any other means.

(b) The Company shall duly comply with the provisions of the Act in respect of a dividend declared by it but which has not been paid or claimed within thirty days from the date of declaration to any shareholder entitled to the payment of dividend. And no unpaid dividend shall bear interest as against the Company.

220. Dividend and Call together:

Any General Meeting declaring a dividend may on the recommendation of the Directors make a call on the members for such amount as the meeting fixes, but so that the call to each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the

dividend and the dividend may, if so warranted between the Company and members, be set off against the call.

XXXII. RESERVES AND CAPITALISATION

221. Reserves:

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

222. Capitalisation:

(a) Any General Meeting may resolve that any amounts standing to the credit of the share premium account, the capital redemption reserve account, or any moneys, investments or other assets forming part of the undivided profits (including profits or surplus monies arising from the realisation and where permitted by the law, from the appreciation in value of any General Reserve, or any Reserve Fund or any other Fund of the Company or in the hands of the Company and available for dividend) be capitalised.

(i) By the issue and distribution as fully paid up shares or debentures of the Company;
or

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

Provided that any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Account shall be applied only in crediting the payment of capital on shares of the Company to be issued to members (as herein provided) as fully paid bonus shares.

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

(c) The Directors shall give effect to any such resolution and apply such portion of the profits General Reserve or Reserve Fund or any other fund or Account as aforesaid as may be required for the purpose of making payment in full for the shares of the Company so distributed under clause (a) (ii) above or (as the case may be) or purpose of paying in whole or in part, the amount remaining unpaid on the shares which may have been issued and are not fully paid up under sub-clause (a) (ii) above.

Provided that no such distribution or payment shall be made unless recommended by the Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capitalised sum.

- (a) For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the Distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates and may fix the value for the distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash or shares in trustees upon such trusts for the persons entitled thereto as may seem expedient to the Directors and generally may make such arrangements for the acceptance allotment and sale of such shares and fractional certificates or otherwise as they may think fit.
- (b) Subject to the provisions of the Act and these Articles, in cases where certain of the shares of the Company are fully paid and others are partly paid only, such capitalisation may be effected by the distribution of further shares in respect of the fully paid shares, and by crediting the partly paid shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid shares, and the partly paid shares, the sum so applied on the payment of such further shares and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied pro-rata in proportion to the amount then already paid or credited as paid on the existing fully paid shares respectively.

When deemed requisite, a proper contract shall be filed in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the members entitled as aforesaid and such appointment shall be effective.

XXXIII.ACCOUNTS

223. Books of Account to be preserved:

- (a) The Company shall keep at its Registered Office proper Books of Account and other relevant books and papers and Financial Statement for every financial year in accordance with the provisions of the Act.
- (b) Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors may decide and when the Board of Directors so decides the Company shall, within seven days of the decision, file with the Registrar a notice in writing giving the full address of that other place.
- (c) Provided further that the Company may keep such books of account or other relevant papers in electronic mode in accordance with the provisions of the Act.
- (d) If the Company shall have a branch office, whether in or outside India, proper books of account relating to the transactions effected at the office shall be kept at that office, and proper summarised returns, made periodically shall be sent by the branch office of the Company to its Registered Office or other place as referred hereinabove.
- (e) All the aforesaid books shall give a true and fair view of the state of affairs of the Company or its branch office, if any, and explain its transactions effected both at the Registered Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.

- (f) The Books of Account and other books and papers shall be open to inspection at the Registered Office or at such other place in India by any Director during business hours and in case of financial information, if any, maintained outside India, copies of such financial information shall be maintained and produced for inspection by any Director as per the Act. Provided that inspection in respect of any subsidiary of the Company shall be done only by the person authorised in this behalf by a resolution of the Board.
224. The Books of Account of the Company relating to a period of not less than eight financial years immediately preceding the current financial year together with the vouchers relevant to any entry in such Books of Account shall be preserved in good order.
225. Inspection by members of accounts and books of the Company:
- The Directors shall from time to time determine whether and what extent and what time and places and under what conditions the accounts and books of the Company or any of them shall be open to the inspection of the members not being Directors and no member (not being Director) shall have any right of inspection any account or books or documents of the Company except as conferred by law or authorised by the Directors or by the Company in General Meeting.
226. Accounts to be furnished at General Meetings:
- At every Annual General Meeting, the Board shall lay before the Company a Balance Sheet and Profit and Loss Account made up in accordance with the provisions of the Act and such Balance Sheet and Profit and Loss Account shall comply with the requirements of the Act so far as they are applicable to the Company.
227. Directors' Report:
- There shall be attached to every Financial Statement laid before the Company a Report by the Board of Directors complying with the provisions of Section 134 of the Act.
228. Rights of members to copies of Audited Financial Statements
- The Company shall comply with the requirements of Section 136 of the Act.

XXXIV. ANNUAL RETURNS

229. Annual Returns:
- The Company shall make and file the requisite Annual Returns in accordance with the provisions of the Act.
230. Accounts to be Audited:
- Once at least in every Financial Year the Books of Account of the Company shall be examined by one or more Auditors in accordance with the provisions of the Act.
231. Accounts when audited and approved to be conclusive:
- Save and except as provided in the Act, the Books of Account when audited and approved by a General Meeting shall be conclusive, except as to errors detected within three months.

232. Appointment, powers, etc. of Auditors:

The appointment, qualifications, removal, powers, rights, duties and remuneration of the Auditors shall be regulated by and in accordance with in accordance with the provisions of the Act.

XXXV. DOCUMENTS AND SERVICE OF DOCUMENTS

233. Manner of Service:

- (a) A document (which expression for this purpose shall be deemed to include and shall include any summons, notice requisition, order, declaration, form, and register maintained on paper or in electronic form) may be served or sent by the Company on or to any member either personally or sending it by post or speed post or registered post or courier service to him at his registered address or by electronic mode or (if he has no registered address in India) at the address, if any, supplied by him to the Company.
- (b) Where a document 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 a member may request the Company in advance that documents should be sent to him in a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting and
- (c) such service shall be deemed to have been effected:
 - (i) in the case of a notice of meeting, at the expiration of forty eight hours after the letter containing the notice is posted; and
 - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

234. Service on member having no registered address:

If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notice to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office shall be deemed to be duly served on him on the day on which the advertisement appears.

235. Service on person acquiring shares on death or insolvency of member:

A document may be served by the Company on the person entitled to a share in consequence of the death or insolvency of a Member sending it through post in a prepaid letter addressed to them by name or by the title of representative of the deceased or Assignee of the insolvent or by any like description at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled or (until such as address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency has not occurred.

236. Persons entitled to notice of General Meetings

Subject to the provisions of the Act and these Articles, notice of General Meeting shall be given:

- (a) to members of the Company, legal representative of any deceased member or the assignee of an insolvent member;
- (b) to the Auditor or Auditors of the Company; and
- (c) every Director of the Company.

237. Advertisement:

Subject to the provisions of the Act any document required to be served or sent by the Company on or to the members or any of them, and not expressly provided for by these Articles shall be deemed to be duly served or sent if advertised once in one daily English and one daily vernacular newspaper circulating in the district in which the Registered Office is situated.

238. Members bound by document given to previous holders:

Every person who by operation of law, transfer, or other means whatsoever, shall become entitled to any share shall be bound by every document in respect of such shares which previous to his name and address being entered on the Register, has been served on or sent to the person from whom he derives his title to such share.

239. Notice by Company and Signature thereto:

Any document or notice to be given by the Company shall be signed by the Managing Director or Secretary or by such Director or Officer as the Directors may appoint and such signature may be written or printed or lithographed or may be in electronic form.

240. Service of notices by members:

All documents or notices to be given and on the part of the members to the Company shall be sent by post or speed post or courier service or by registered post to the Registered Office or by electronic mode.

XXXVI. AUTHENTICATION OF DOCUMENTS

241. Authentication of document and proceedings:

Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company or contracts made by or on behalf of the Company may be signed by any Key Managerial Personnel or an officer of the Company duly authorised by the Board in this behalf.

XXXVII. WINDING UP

242. Distribution of Assets:

Subject to the provisions of the Act, if the Company shall be wound up, and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up Capital, such assets shall be distributed so that as nearly, as may be, the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the

whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital paid up at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively. That said, this Article is to be without prejudice to rights of the holders of shares issued upon special terms and conditions.

243. Distribution of assets in specie or kind:

- (a) Subject to the provisions of the Act, if the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of Special Resolution but subject to the rights attached to any preference share capital, divide amongst the contributories, in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributors or any of them, as the liquidators, with the like sanction shall think fit.
- (b) If thought expedient any such division may, be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part in case any such division shall be determined, any contributory who would be prejudiced thereby shall have right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to the provisions of the Act.
- (c) In case any shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution, by notice in writing, intimate to the Liquidator to sell his proportion and pay him the net proceeds and the liquidator shall, if practicable, act accordingly.

244. Right of Shareholders in case of sale:

A special resolution sanctioning a sale to any other company duly passed pursuant to the provisions of the Act may, subject to the provisions of the Act, in like manner as aforesaid determine that any shares or other consideration receivable by the liquidator be distributed amongst the members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the members, subject to the rights of dissent, if any conferred by the Act.

XXXVIII. SECRECY CLAUSE

245. Secrecy Clause:

- (a) Every Director, manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company, shall if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the account with individuals and in relation thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

- (b) No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or the Managing Director or 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, which may relate to the conduct of the business of the Company and which in the opinion of the Director or the Managing Director it will be inexpedient in the interest of the members of the Company to communicate to the public.

XXXIX. INDEMNITY AND RESPONSIBILITY

246. Directors and officers not responsible for acts of others:

Subject to the provisions of the Act every Director of the Company, the managing director, company secretary and other officers or employees of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company and shall be indemnified by the Company against all costs, losses and expenses (including traveling expenses) which any such Director, managing director, company secretary or other officer or employee and the trustees (if any) for the time being acting in relation to any of the affairs of the Company may incur or become liable to by reason of any contract entered into or any act, deed or thing done by him as such Director, officer, employee or trustees or in any way in the discharge of his duties and it shall be the duty of the Directors out of funds of the Company to pay such amounts.

247. Directors and others right to indemnity given in his favour or in which he is acquitted or in which relief is given to him by the court:

Every Director, managing director, manager, company secretary or other officer or employee of the Company or the trustees (if any) for the time being acting in relation to any of the affairs of the Company and shall be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which relief is given to him by the court.

248. Directors and others not responsible for the acts of others:

Subject to the provisions of the Act, no Director, managing director or other officer of the Company shall be liable for the acts, omissions, neglect or default of any other Director or Officer or for jointly in any omission or other act for conformity or for any loss or expenses suffered by the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from bankruptcy, insolvency, or tortuous act of any person Company or body corporate, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part or for any other loss or damages or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonestly.

249. Special objective:

The Company shall have among its objectives the promotion and growth of the national economy through increased productivity, effective productivity, effective utilisation of material and manpower resources and continued application of modern scientific and managerial techniques in

keeping with the national aspirations, and the Company shall be mindful of its social and moral responsibilities to the customers, employees, shareholders, society and the local community.

250. General Power:

Whenever in the Act, it has been provided that the Company shall have any right, privileges or authority or that the Company could carry out any transaction only if the Company is authorised by its Articles, then and in that case this Article hereto authorises and empowers the Company to have such rights, privilege or authority and to carry out such transactions as have been permitted by the Act, without there being any specific regulation in that behalf herein provided.