

Sd/-

Registrar of Companies  
Delhi & Haryana



प्रारूप० आई० आर०

FORM I. R.

निगमन का प्रमाण-पत्र

## CERTIFICATE OF INCORPORATION

ता० .....9590..... का स०.... शक 1901.....

No. ....9590..... of..... 1978-79.....

में एतद् द्वारा प्रमाणित करता हूं कि आज ..... प्रिसिशन इलेक्ट्रॉनिक्स लिमिटेड

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

I hereby certify that ..... **PRECISION ELECTRONICS LIMITED** .....

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

मेरे हस्ताक्षर से आज ता० ..... 11 वैशाख, 1901..... को दिया गया।

Given under my hand at ..... NEW DELHI ..... this ..... FIRST.....  
day of .....MAY..... One thousand nine hundred and.....SEVENTY-NINE.....



Sd/-

(सु० कुमार)

कम्पनियों का रजिस्ट्रार  
Registrar of Companies  
Delhi & Haryana.

(THE COMPANIES ACT, 1956)

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PRECISION ELECTRONICS LIMITED

- I. The name of the company is PRECISION ELECTRONICS LIMITED.
- II. The Registered Office of the Company will be situated in the Union Territory of Delhi.
- III. The objects for which the company is established are:-
  - A. MAIN OBJECTS TO BE ON INCORPORATION ARE:-
    1. To carry on the business as manufacturers, producers, processors, alterors, exporters, importers, sellers, buyers, stockist, agents, contractors and distributors of printed circuit boards integrated circuits, telecom equipments and components, rectifiers, electronic components, electrical apparatus, security equipments, battery chargers and electronic goods and their accessories.
    2. To manufacture, process, assemble, import, export, repair, maintain, service, fabricate, testing, simulation, animation, consultancy, design & development, buy, sell, system integration, deal in electronics components, both active and passive, electronic equipment assemblies, office equipments and data processing equipments for entertainment, communication, industrial defense, defense off-set business and other fields and applications.
    3. To undertake and carry on all or any of the business individually or in joint venture or as representative or as agent of establishing, manufacture, producers, processors, alters, stockiest, agent, contractor, consultant, software integration, system integration, shelter integration, platform integration, advisor, system analysis, assembly, production, design, develop, fabricate, installation, recondition, repairs, operating, maintain, supply, leasing, hire, providing services, export, import, sale, purchase, distributor, trader, multi media services industrial design, animation, training, simulation, modeling, conversion, computers aided design, data storage, or otherwise deal in all kind of information technology system/solution, data communications, micro processing, data or word processing equipment, machine, systems, main frame, mini/micro computers personal computers, laptops, terminal, computers peripheral, printers, plotters, scanners products and unit thereof both hardware or software peripheral, accessories, component, and consumable there of multi disciplinary consultancy and for that purpose furnish to the user to the system know-how, programmer and other software relating to the use of such machine and alike peripheral there to.
    4. To carry on all or any of the business individually or in joint venture/as representative or as agents of producers, designer, manufacturer, suppliers, distributors, transformers, converters, transmitter, processors, trader, developers, purchaser, buyer, seller, leasing, generate, service provider, stores, procure, construct, lay down, maintain, establishes, carries, turnkey solution, dealers in electricity, galvanism, magnetism, or non conventional, renewable, or new energy/power and such product and by product derived from such business including without limitation steam, fuel, ash, and any product derived from or connected with any form of energy including without limitation to conventional sources such as heat, thermal, hydel, gas and/or from non conventional sources including renewable energy, such as tidal wave, wind, solar, geothermal, biological, bio gas and coal bed methane. And things of all kind capable of used in connection with such purposes including cables, wires, line, station, exchanges, accumulators, motors batteries, switching, regulating controlling, signaling, and lamp meters and engines.
    5. To undertake and carry on all or any of the business individually or in joint venture/ as representative or as agents of establishing, designing, planning, engineering, developing, building, constructing, fabricate, contracting, consulting, leasing, service provider, fixing erection, laying, operation, running, maintaining, altering, removal, validation, survey, advisor, renovation, modernizations, turnkey solution, develop, assemble, or replacement in all kinds of

infrastructures project including without limitation to building of air fields, sheds, shelters, highways, roads, bridges, buildings, industrial, navigational, telecommunication, sewage, sanitation system, power house, dams, any type of water reservoirs, subways, ports, metro systems, flyover, expressways, irrigational project, and all type of civil infrastructures, communication infrastructures and also to execute project on turnkey basis or otherwise directly or otherwise or any public facility of similar nature and to carry out detailed study, physical/engineering surveys, investigation, concept planning, details design and engineering and all such activity together provided the basis for the implementation of the project or otherwise.

6. To undertake and carry on all or any of the business individually or in joint venture / as representative or as agents of establishing, manufacture, producers, processors, alters, stockiest, agent, contractor, assembly, production, design, develop, fabricate, installation, recondition, repairs, operating, maintain, supply, leasing, hire, providing services, export, import, sale, purchase distribute, trade, or otherwise deal in all kind of electronics, printed circuit boards, integrated circuits, telecommunication equipment, direction finding equipment, interception equipment, electronic warfare system, digital voice recorders, interception equipment and components, rectifiers, navigational equipment, protective relay system, switching exchanges, power line carriers, radar, satellite communication equipment, surveillance system, digital tele-metering control system, encryption equipment, measuring and testing instrument, electrical apparatus, security equipments, battery chargers, electronic goods, power systems, and all component, accessories, spares parts, kits, and sub-assemblies in respect thereof.
7. To provide consultancy, training, services to electronic industry, IT industry, Energy/Power industry, Infrastructure industry and all other related industries including off-set business.

**B. INCIDENTAL OR ANCILLARY OBJECTS FOR THE ATTAINMENT OF THE MAIN OBJECTS :**

1. To guarantee the payment of moneys secured by or payable under or in respect of promissory notes, bonds, debenture-stock, contracts, mortgages, charges, obligations, instruments and securities of any Company or of any authority, Supreme, Municipal, Local or otherwise or of any person, whatsoever whether incorporated or not and generally to guarantee or become surety for the performance of any contract or obligation.
2. To open accounts with any firm(s), Company or Bank(s) and to pay into and withdraw money from such account or accounts.
3. To execute and to carry out agreement of sole agency or other similar agreements and to appoint subagents or distributing agents in connection with the business of the Company.
4. To grant annuities, pensions, allowances, gratuities and bonuses to any employees or ex-employees (including Directors and Ex-Directors of the Company or their relations, connections or dependants or its predecessors in business) and to establish or support associations, institutions, club, schools, hospitals, dispensaries, canteens, hotels, restaurants, houses, dwellings, chawls, funds, schemes and trusts (religious, scientific, educational, charitable, provident or otherwise) which may be considered calculated to benefit any such persons of the public or otherwise advance the interests of the Company or of its members and establish and contribute to any scheme for the purpose by trustees of shares in the Company to be held for the benefit of the Company's employees and to formulate and carry into effect any scheme for sharing the profit of the Company with its employees or any of them to subscribe or grant money for any charitable or benevolent objects or for any exhibition or for any public, general or useful objects or earmark a portion of the profits of the Company or create a fund or funds for any such objects or purposes.
5. To incur expenditure on rural development programme which includes any programme for promoting the social and economic welfare or the uplift of the public in any rural area of the Country.
6. To build, construct, erect, alter, enlarge, purchase, hire or otherwise acquire or provide any buildings, offices, factories, workshops, plants or machinery or other things, necessary or useful for the purpose of carrying out the objects of the Company to purchase take on lease or otherwise acquire lands and hereditaments of any tenure for the objects aforesaid and to sell, lease or otherwise dispose of any property of the Company.
7. To establish and maintain agencies, branches, places and local registers, to procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the

Company such rights and privileges in any part of the world as are possessed by local Companies or partnership or as may be thought desirable.

8. To enter into arrangement for rendering and obtaining technical services and/or technical collaboration and/or financial collaboration whether by way of loans or capital participation with individuals, firms or body corporates, whether in or outside India.
9. To invest and deal with moneys of this Company not immediately required upon such assets, properties, securities or otherwise and in such manner as may from time to time be determined by the Directors for main objects provided that this Company shall not do any banking business as defined under Banking Regulations Act, 1949.
10. To enter into arrangements with any Government or authority Supreme, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority all rights, concessions and privileges which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
11. Subject to section 58A of the Companies Act, 1956 and Banking Regulation Act, 1949 to receive fixed and other deposits, to borrow, raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem and pay off any such securities, also to draw, make, accept, execute and issue bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments or securities.
12. To sell, transfer or dispose of the business, property or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part, similar to those of this Company.
13. To amalgamate with any other Company whose objects or any of them are similar to the objects of the Company or whose business is similar to the business or any part of the business of this Company, whether by sale or purchase (for shares or otherwise) of the undertaking and liabilities of this or any such other Company as aforesaid.
14. To acquire and undertake on any terms all or any part of the business, property, rights and liabilities of any person, firm or Company carrying on any business, which is for the benefit of the Company to carry on or suitable for the purpose of the Company.
15. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal, concession or co-operation with any person or persons, Company or Companies carrying or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in any business or transactions capable of being conducted so as directly or indirectly to benefit this Company.
16. To act as contractors to the State and other Government authorities or to any other body corporate, individual or otherwise necessary to attain the objects specified above.
17. To lend money or mortgage of immovable property or on hypothecation or pledge of movable property with or without security to such persons on such terms as may be expedient and in particular to customers of and persons, firms, concerns, Companies and factories having dealings with the Company for implementing the main objects of the Company.
18. 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 and of the properties of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalising dividends or for any other purpose whatsoever and to transfer any such fund or part thereof to any of the other funds herein mentioned.
19. To pay all cost, charges and expenses of an incidental to the promotion, incorporation and registration and establishment of the Company and charges in connection therewith and to remunerate any person/persons or a Company for services rendered or to be rendered or in the conduct of business of the Company or for any other reason which the Company may think proper.

Company such rights and privileges in any part of the world as are possessed by local Companies or partnership or as may be thought desirable.

To enter into arrangement for rendering and obtaining technical services and/or technical collaboration and/or financial collaboration whether by way of loans or capital participation with individuals, firms or body corporates, whether in or outside India.

To invest and deal with moneys of this Company not immediately required upon such assets, properties, securities or otherwise and in such manner as may from time to time be determined by the Directors for main objects provided that this Company shall not do any banking business as defined under Banking Regulations Act, 1949.

To enter into arrangements with any Government or authority Supreme, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority all rights, concessions and privileges which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

Subject to section 58A of the Companies Act, 1956 and Banking Regulation Act, 1949 to receive fixed and other deposits, to borrow, raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem and pay off any such securities, also to draw, make, accept, execute and issue bills of exchange, promissory notes; bills of lading and other negotiable or transferable instruments or securities.

To sell, transfer or dispose of the business, property or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part, similar to those of this Company.

To amalgamate with any other Company whose objects or any of them are similar to the objects of the Company or whose business is similar to the business or any part of the business of this Company, whether by sale or purchase (for shares or otherwise) of the undertaking and liabilities of this or any such other Company as aforesaid.

To acquire and undertake on any terms all or any part of the business, property, rights and liabilities of any person, firm or Company carrying on any business, which is for the benefit of the Company to carry on or suitable for the purpose of the Company.

To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal, concession or co-operation with any person or persons, Company or Companies carrying or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in any business or transactions capable of being conducted so as directly or indirectly to benefit this Company.

To act as contractors to the State and other Government authorities or to any other body corporate, individual or otherwise necessary to attain the objects specified above.

To lend money or mortgage of immovable property or on hypothecation or pledge of movable property with or without security to such persons on such terms as may be expedient and in particular to customers of and persons, firms, concerns, Companies and factories having dealings with the Company for implementing the main objects of the Company.

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 and of the properties of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalising dividends or for any other purpose whatsoever and to transfer any such fund or part thereof to any of the other funds herein mentioned.

To pay all cost, charges and expenses of an incidental to the promotion, incorporation and registration and establishment of the Company and charges in connection therewith and to remunerate any person/persons or a Company for services rendered or to be rendered or in the conduct of business of the Company or for any other reason which the Company may think proper.

20. To apply for, purchase or otherwise acquire, protect, prolong or renew any patents, patent rights, licences, trade marks, designs, concessions and the like conferring any exclusive or non-exclusive or limited right to use of any secret or other information as to any invention which may seem capable of being use, for any of the purposes of the Company to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
21. To be interested in promoting and undertaking the formation and establishment of such institutions, business or Companies industrial, agricultural, trading, manufacturing or other as may be considered to be conducive to the interests of the Company, directly or indirectly to enhance its main objects and also to promote, aid, foster, subsidise or acquire interest in any such industry or undertaking.
22. To take otherwise acquire or hold shares in any other Company having objects altogether or in part similar to those of the Company.
23. To use trade marks, names or brands for the products and goods of the Company and adopt such means of making known the business and/or products of the Company in which this Company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, circulars, by opening stalls, exhibition and by publication of books, periodicals, distributing samples and granting prizes, rewards, and donations.
24. To pay for any property, right, interest or benefit acquired by the Company or services rendered to the Company either in cash or in fully or partly paid up shares, with or without preferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
25. Subject to section 293A of the Companies Act, 1956 to aid pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
26. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, experimental stations, workshops and libraries for scientific, industrial and technical research and experiments and to undertake and carry out research and investigations, to improve and invent, to process, new and better techniques and methods.
27. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
28. To distribute amongst the members any assets of the Company in specie or kind in the event of winding up of the Company.
29. To make donations to any national memorial fund or any other fund constituted for a charitable or national purpose, subject to provisions of the Companies Act, 1956.
30. To do all or any of the above things, either as principals, agents, consignors, consignees, trustees, contractors or otherwise and either alone or in conjunction with others, either by or through agents, sub-contractors, trustees or otherwise and to do all such things as are incidental or conducive to the attainment of the above object.
31. To purchase, acquire, lease or sub-lease or by way of license or usufructuary, English or other possessory mortgage or in exchange or as a donee or in any other lawful manner whatsoever, lands, buildings, structure, open place, surface, rights or other premises for the purposes of the Company/employees/directors.
32. To promote finance and carry on research and development in leather and leather goods industry and any other related activities.
33. To buy, exchange, install, work, repair, fabricate, alter, refine, improve, manipulate, plants, machinery, equipment, works, carries, vehicles, apparatus and appliances, which are necessary or convenient for carrying on any business which the Company is authorised to carry on or is required by the customers of or persons dealing with the Company or which may seem to the Company capable of being profitably dealt with by the Company and to experiment with and to render marketable process, convert, fabricate and manufacture such articles, commodities and goods as may

be necessary or may seem to the Company capable of being undertaken conveniently in furtherance of its object; or may be calculated directly or indirectly to enhance the value of such articles, commodities and goods.

34. To hold or assist in holding exhibitions in India and elsewhere of the products and articles in which the Company is interested and also the promotional and developmental activities of the Corporation.
35. To undertake to sell or purchase or keep in deposit or under any other terms goods, articles, merchandise or properties of any kind and to dispose of the same according to the directions of the customer or according to the usage of the trade.
36. To apply for, tender, purchase or otherwise acquire any contract and concessions for or in relation to the construction, execution and carrying out, equipment, management, administration or control of works and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

**C. OTHER OBJECTS :**

1. To carry on the business of jewellers, gem and stone merchants and to deal in precious stones, cutlery, presents and gifts, historical coins, curios and other articles of value art and antiquities, dressing bags, hand-bags, and bronzes.
2. To carry on the business of iron founders, mechanical engineers and manufactures of agricultural implements and other machinery, tool makers, brass founders, metal workers, boiler-makers, mill wrights, machinists, iron and steel converters, smiths, wood workers, electrical engineers, water supply engineers, gas makers, frames printers, carriers and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock and hardware.
3. To carry on business as manufacturers and makers of and dealers in metal, wood, enamel, aluminium, alloys, plastics and carry on and conduct workshops, engineering works of every description and kind and foundries of iron, brass and other metals and wood and to buy, sell, manipulate deal, both wholesale and retail, in such products, commodities, good, articles and things.
4. To carry on the business of manufacturers of and dealers in all types of rubber, leather, celluloid, bakelite and all rubber goods, particularly industrial rolls, rollers, sheets, beltings and consumer goods such as tyres, tubes and other allied products, toys, medical goods, railway rubber products and tiles.
5. To acquire shares, stocks, debenture-stock, bonds, obligations or securities by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof.
6. To purchase, sell, hire out, or sell on hire purchase all kinds of motor vehicles, motor cycles, launches, boats, mechanical or otherwise, sewing machines, radio sets, gramophones, pianos and musical instruments, cameras, electric fans, cinematograph machines and apparatus, furniture, wooden and metallic and household equipment.
7. To engage in the business of producing, buying, selling, exchanging and dealing wholesale and in retail in handicrafts, handloom materials, antiques, art-goods, men's, women's and children's clothing and wearing and decorative apparels of every kind, nature and description.
8. To design, buy, sell, prepare, manufacture, decorative and artistic materials and for such purposes to deal in wall papers, window shades, draperies, curtains, fabrics, picture frames, wares, mouldings art goods and other furnishings.
9. To carry on the business of building or erecting and constructing structure houses, sheds and other fixture on land and/or buildings and to purchase, take on lease or otherwise acquire or exchange or transfer any lands and/or buildings of any tenure.
10. To appropriate, use or lay out land belonging to the Company for streets, parks, pleasure grounds, allotments and other conveniences and to present any such land so laid out to the public or to ay persons or Company conditionally or unconditionally as the Company thinks fit.

11. To transact or carry on all kinds of agency and contract business and in particular in relation to industrial, manufacturing and financial transactions of every description including the promotion of new industrial resources, the investment of money, the sale and purchase of property, sale agents, purchase agents, registrars, insurance agents and to act as agents of any persons, firm, Company, Government and local authorities.
12. To promote, establish, acquire and run or otherwise carry on the business of leather industry or business of manufactures of and dealers in leather products and to sell, purchase or otherwise acquire or deal in materials or things in connection with such trade, industry or manufacture.
13. To manufacture, import, export, deal in chemicals, including heavy chemicals, alkalis, acids, drugs, essences, pharmaceuticals, medicals, chemical, industrial and other pre-preparations and articles of any nature and kind whatsoever, soap, cements, fats, paints varnish compounds, dyestuffs, organic or mineral, intermediates, paints and colour grinders, photographic and surgical chemicals, medical and scientific appliances, apparatus and materials and to manufacture, refine, manipulate, import and deal in salts and marine materials and their derivatives, by-products and compounds of any nature and kind whatsoever.
14. To carry on business as engineers, in all its branches including civil, mechanical aeronautical, sanitary, electrical, building, construction, fabrication and consulting and also as contractors for any person or persons.
15. To carry on the business of cultivating, growing, buying, selling, manufacturing or otherwise dealing in agriculture and its products including, soyabeans and products thereof, sugarcane.
16. To manufacture, import export, buy, sell, manipulate, prepare for market, can, process preserve and otherwise deal in oils, vegetable oil, vegetable ghee, oil substances and ingredients, perfumes of all kinds, forms, description prepared from any articles and to manufacture, import, export buy, sell, barter, exchange, distribute store and otherwise deal in machinery.
17. To carry on the business of photography, photo-mechanical process of re-production, representation, manufacture of photographic goods and appliances, chemicals, lenses, cameras, and other apparatus or scientific goods in connection therewith and to import and export, sell or purchase such goods.
18. To open, establish and run departmental stores in or outside India and to secure orders for supply of any articles or things mentioned in earlier clauses and to carry out and comply with the said orders.
19. To control, conduct or publish cinema, magazines, periodicals, journals, books, leaflets, pamphlets and any other journalistic or literary literature.
20. To carry on the business in India or in any part of the world of hotels, restaurants, cafes, taverns, beer houses, refreshment rooms, motels, lodging house keepers, wine, spirit and liquor merchants, brewers, maltsters, distillers, importers, exporters and manufactures of aerated, mineral and artificial waters and other drinks whether intoxicating or not.
21. To manufacturing cotton, woolen and silk goods of all kinds and to purchase or acquire, comb, prepare, spin, dye and deal in flax, hemp, jute, woolen, cotton and silk and other fibrous substances and to weave or otherwise manufacture, buy and sell and deal in linen, cloth, yarn manufacture fibrous products and fabrics and other goods and fabrics, whether of textiles, felted, netted or looped.
22. To carry on business as producers, manufacturers, buyers, sellers, importers, exporters, drapers, and dealers in all kinds of ready-made garments, handicrafts, handloom materials sarees, dresses and antique art goods.
23. To carry on the business of customer's dress, robe and mantle makers, tailors and repairers of all kinds of household articles and wares.
24. To carry on the business of cinematograph, film producers, exhibitors, and distributors, theatrical performance, circus, plays, open-air theatres, dances, musical and other entertainments of all kinds games and sports, both indoor and outdoor and dramatic and other performances.

25. To carry on the business of film manufactures, film apparatus manufacturers, both sound and silent, hippodroms and circus proprietors, managers of cinema houses, theatres, concert halls, picture places and studios, To carry on the business of letting or subletting the use of cinema hall, theatres, picture studios and other machinery, apparatus building or structure of the Company for purpose of use exhibitions display of films, dramatics or theatrical performances, concerts or other entertainments or amusements or objects allied to or similar kinds as of the Company and to provide for the products, direction, exhibition, representation, display, whether by mechanical means or otherwise of plays, open air or other theatrical performances, operas, vaude villes, ballets, pantomines, juggling, mesmeric, yogic, hypnotic, spectacular pieces, mushairas, symposiums and other musical and dramatic, athletic and similar performances for amusement or entertainment both in public and private.
  26. To compose, print, lithograph or by block-making or engraving or by any other means and methods whatsoever, musical pieces, plays openings, programmes of other devices for amusement and entertainment.
  27. To carry on the business of providing solutions and services related to Web Technologies, Internet or E-Commerce, including to design, develops, maintain, and operate, own establish, install, host, provide, create and facilitate, supply, sale, purchase, licence or otherwise deal in Internet Portals, Internet networks, Media Protals, Internet solutions, internet gateways, internet service providers, E-commerce, Web-site designing, Web based and Web enabled services provider and applications, E-Commerce service provider, E-commerce solution, E-commerce platforms, E-commerce education, E-commerce technologies and E-business solutions.
  28. To carry on the business in India and abroad of buyers, sellers, agents, consultants, advisors, render services, programmers, system integrator and designers of software solutions, learning solutions, software integration, software installation, computer system, work station system, system analysis, designer of computer graphics, multimedia services, industrial design, animation, simulation, molecular modeling, conversion, date storage, computer output, microfilming, software implementation, system study software packages, software documentation computer aided design, computerized system, information systems and information technology solutions based on the use of computers.
  29. To establish, maintain and run data centres, technology parks, bureaus, institutions, research institutions colleges, and schools and conduct courses and programs for providing full range of information technology and software related services, computer hardware maintenance, computer consultancy, software development, date processing, software exports, software engineering, networking solutions, CAD conversion services, engineering software services, network services, computer education and training, depute personnel to develop and design software in India and abroad and hiring out men, machine and time.
  30. To carry on the business of manufacture, assemble, production, design, instalation, repair, recondition, maintenance, supply, export, import, sale, purchase, license, stockist, distribution, trader or otherwise deal in all kinds of information technology systems, information technology solutions, data communication, micro processing, data and word processing equipment's, machines, systems, mainframes, superminis, minicomputers micro computers, personal computers, laptops, terminals and computer peripherals, printers, plotters, digesters, scanners, products and units thereof both hardware and software, peripherals, accessories, components and consumables, thereof multidisciplinary consultancy and for that purpose furnish to the users the Systems, know how, programmers and other software relating to the use of such machines and allied peripherals, thereto.
  31. To carry on the business of providing and supply of end-to-end information Technology Solutions, including turkey Solutions, including system integration of software computers, peripherals, networking and communication Components, cabling, power supply equipment, appropriate fixtures, metering and monitoring devices, conventional and Board-brand wireless, wireless and optical communications Equipments and to undertake all other related activities thereof.
- IV. The liability of the members is limited.
- V. The Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

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

Sl. No.	Names, Addresses, Description and Occupation of subscribers	Numbers of and type of subscribed Shares	Signature of Subscribers	Names, addresses, Descriptions occupation and Signature of witnesses
1.	Mrinal K. Chowdhury S/o Shri F. D. Chowdhury C-10, Gulmohar Park New Delhi - 110 049 (Business)	One Hundred Equity Shares	Sd/-	I witness the signatures of all the subscribers Sd/- N.C. MITTAL, F.C.A. Chartered Accountant M. No. 14213 S/o Late Shri B. L. Mittal 13, Darya Ganj, New Delhi-110 002
2.	Amal Majumdar S/o Late Shri S.C. Majmdar K-2038, Chitranjan Park, New Delhi - 110 019 (Business)	One Hundred Equity Shares	Sd/-	
3.	Ashok Kanodia S/o Sh. Late Shri Sham Nath Kanodia  1/5, Rolland Road, Calcutta (Business)	One Hundred Equity Shares	Sd/-	
	TOTAL	300 Equity Shares		

Dated this : 23rd day of March, 1979.

Place : New Delhi

(THE COMPANIES ACT, 2013)  
(COMPANY LIMITED BY SHARES)

**ARTICLES OF ASSOCIATION OF  
PRECISION ELECTRONICS LIMITED**

**PRELIMINARY**

- 1(i) The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
- 1(ii) The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

**INTERPRETATION**

2. In these regulations-

- (a) "Act" means the Companies Act, 2013,  
(b) "Articles" means Articles of Association of the Company or as altered from time to time  
(c) "Board" means the collective body of Directors of the Company  
(d) "Company" means "Precision Electronics Limited"  
(e) "the seal" means the common seal of the Company.

Unless context otherwise requires, words or expressions contained in these Articles shall bear same meaning as in the Act or the Rules, as the case may be.

**SHARE CAPITAL AND VARIATION OF RIGHTS**

3. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
- 4(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided-
- (a) one certificate for all his shares without payment of any charges; or  
(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.  
(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
- 5(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.  
(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
6. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- 7(i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
  - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- 8(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.
10. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### **LIEN**

- 11(i) The Company shall have a first and paramount lien-
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:  
Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
12. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:  
Provided that no sale shall be made-
- (a) unless a sum in respect of which the lien exists is presently payable; or
  - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- 13(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
  - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 14(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

## CALLS ON SHARES

- 15(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:  
Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
16. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 18(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 19(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
20. The Board-
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

## TRANSFER OF SHARES

- 21(i) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
22. The Board may, subject to the right of appeal conferred by section 58 decline to register-
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.
23. The Board may decline to recognise any instrument of transfer unless-
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
23. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:  
Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

## TRANSMISSION OF SHARES

- 24(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 25(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- 26(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
27. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:  
Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

## FORFEITURE OF SHARES

28. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
29. The notice aforesaid shall-
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- 31(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- 32(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
- 33(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

- (iii) The transferee shall thereupon be registered as the holder of the share; and
  - (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share
34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **ALTERATION OF CAPITAL**

35. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
36. Subject to the provisions of section 61, the company may, by ordinary resolution,-
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
37. Where shares are converted into stock,-
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:  
Provided 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 the shares from which the stock arose.
  - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
  - (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively
38. The Company may, by special resolution, reduce in any manner and with, and subject to, any incidental authorised and consent required by law,-
- (a) its share capital;
  - (b) any capital redemption reserve account; or
  - (c) any share premium account.

## **CAPITALISATION OF PROFITS**

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

## **BUY-BACK OF SHARES**

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

## **GENERAL MEETINGS**

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 43(i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

## PROCEEDINGS AT GENERAL MEETINGS

- 43(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- 44. The Chairperson, if any, of the Board shall preside as Chairperson at every General Meeting of the Company.
- 45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- 46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

## ADJOURNMENT OF MEETING

- 47(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of 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.

## VOTING RIGHTS

- 48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,-
  - (a) on a show of hands, every member present in person shall have one vote; and
  - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
- 49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 50(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
- 54(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

## **PROXY**

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:  
Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **BOARD OF DIRECTORS**

58. The following persons shall be the Directors of the Company:
- (i) Shri ASHOK KANODIA
  - (ii) Shri PRADEEP KANODIA
  - (iii) Shri S.N. BAGLA
  - (iv) Shri RAJENDRA KANODIA
  - (v) Smt. VEENA KANODIA
- 59(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
  - (b) in connection with the business of the Company.
60. The Board may pay all expenses incurred in getting up and registering the Company.
61. The Company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 64(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

## PROCEEDINGS OF THE BOARD

- 65(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- 66(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
- 68(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
- 69(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 70(i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 71(i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
72. A Managing Director shall not, while he continues to hold office, be subject to retirement by rotation but subject to provisions of the contract between him and the Company.
73. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
74. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

## CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

75. Subject to the provisions of the Act,-
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
76. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

## THE SEAL

- 77(i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

## DIVIDENDS AND RESERVE

- 78. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 79. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
- 80(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit 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 equalizing 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.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 81(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- 82. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company
- 83(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 84. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 85. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 86. No dividend shall bear interest against the Company.

## **ACCOUNTS**

- 87(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the company in general meeting.

## **WINDING UP**

88. Subject to the provisions of Chapter XX of the Act and rules made thereunder-
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

## **INDEMNITY**

89. Every officer of the Company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Sl. No.	Names, Addresses, Description and Occupations of subscribers	Signatures of Subscribers	Names, addresses, Descriptions occupation and Signature of witnesses
1.	Mrinal K. Chowdhury S/o Shri F. D. Chowdhury C-10, Gulmohar Park New Delhi-110 049 (Business)	Sd/-	<p style="text-align: center;">I witness the signatures of all the subscribers</p> <p style="text-align: center;">Sd/- N.C. MITTAL, F.C.A. Chartered Accountant M. No. 14213 S/o Late Shri B. L. Mittal 13, Darya Ganj, New Delhi-110 002</p>
2.	Amal Majumdar S/o Late Shri S.C. Majumdar K-2038, Chitranjan Park, New Delhi-110 019 (Business)	Sd/-	
3.	Ashok Kanodia S/o Sh. Late Shri Sham Nath Kanodia 1/5, Rolland Road, Calcutta (Business)	Sd/-	

Dated this : 23rd day of March, 1979.

Place : New Delhi