
MEMORANDUM OF ASSOCIATION

AND

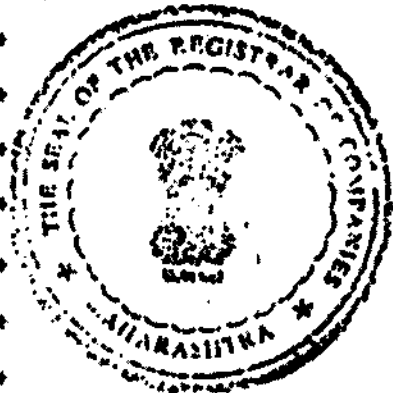
ARTICLES OF ASSOCIATION

OF

BRIGHT BROTHERS LIMITED

NO. 5056
CERTIFICATE OF CHANGE OF NAME
IN THE OFFICE OF THE REGISTRAR OF COMPANIES
UNDER THE COMPANIES ACT, 1956.

* In the matter of BRIGHT BROTHERS LIMITED
* (Sec. 43 A deemed public company)
* I do hereby certifi, that pursuant to the provisions of
* Section 23 of Companies Act, 1956 and the Special
* Resolution passed by the company at its ~~Annual~~/
* held
* Extra-ordinary General Meeting/ on the Twenty Seventh June,
* 1994.
* the name of BRIGHT BROTHERS LIMITED (sec. 43A deemed
* public company)
* has this day been changed to BRIGHT BROTHERS LIMITED
* (Full Fledged public company)
* and that the said company has been duly incorporated as a
* company under the provisions of the said Act.
* Dated this SIXTH day of OCTOBER, 1994
* one thousand one hundred and ninety four



S. P. KAMBLE
(S. P. KAMBLE)
ADD. Asstt. Registrar of Companies,
Maharashtra, Bombay.



Certificate of Incorporation.

No. 5056 of 19 46-19 47 *pt 51125*

I hereby certify that **BRIGHT BROTHERS LIMITED**

...
...
...
Asst. Registrar of Companies
Maharashtra, Bombay.

is this day incorporated under the Indian Companies' Act, V-T-I of 1913, and that the Company is Limited.

Given under my hand at Bombay

this Eleventh day of July,

One thousand nine hundred and Forty-six.

Robert James ...

Registrar of Companies

MEMORANDUM OF ASSOCIATION
OF
BRIGHT BROTHERS LIMITED

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MEMORANDUM OF ASSOCIATION

OF

BRIGHT BROTHERS LIMITED

- I. The Name of the Company is "BRIGHT BROTHERS LIMITED."
- II. The Registered Office of Company will be situate in the province of Mumbai.
- III. The objects for which the Company is established are :-
 1. (a) To promote, establish, acquire and run or otherwise carry on the business in India and/or elsewhere in the world of any plastic industry or business of manufacture of plastics or materials for use in such industries or business such as wax, paper, bakelite, plywood celluloid products, chemicals of all sorts and other articles or things and similar or allied products or processes and to sell, purchase or otherwise acquire or deal in materials or things in connection with such trade, industry or manufacture and to do all things as are usual or necessary in relation to or in connection with such business or industry or manufacture in India and/or elsewhere in the world.
 - (b) To carry on all or any of the business of oil distemper and colour merchants importers and exporters as well as manufacturers of oil distemper, colours, paints, varnishes, gold leaf enamels and enamels of all descriptions.

powders, spirit and all articles connected therewith and necessary for the purpose of the said business and manufacture.

- (c) To acquire, establish, promote and run or otherwise manage to carry on any industry or business which the Directors may from time to time consider desirable in India, and/or elsewhere in the world, to purchase, lease or otherwise acquire lands, buildings and other premises for the erection and/or establishment of manufactories, and workshops with suitable plant, engines, and machinery and other necessary things with a view to manufacture, purchase, sell or otherwise deal in any article, either directly or indirectly through the medium of agents or otherwise; and generally to do business in all aspects of manufacturers, industrialist, merchants and financiers and to do all such things as are usual or necessary in relation to or in connection with such business.
- (d) To carry on business in India and/or any other part of the world as Exporters, Importers, Merchants, Agents, Brokers, Commission Agents, Adatias, suppliers, and dealers in any and all kinds of merchandise and/or produce and/or things and to undertake and to carry out all kinds of financial, commercial, trading and other operations and to become and carry on as members of any association or associations or corporations for trading in both forward as well as ready business and to deal or trade or carry on business in all kinds of stocks, securities debentures, bullion and other commodities both ready and/or forward.
- (e) To acquire and take over business of any Company partnership or individual and for that purpose to enter into necessary agreements, deeds and arrangements.
- (f) To carry on acquire and/or take over business of and/or act as Agents, Managing Agents, Selling Agents, Purchasing Agents, Sub-Agents, or agents, of any kind or description whatever of any Company partnership or individual or state. Government, local authority or otherwise in India and/or elsewhere in the World and for that purpose to enter into necessary agreements, deeds and arrangements.
- (g) To carry on any other business which may seem to be capable

of being conveniently carried on in connection with any of these objects, or calculated, directly or indirectly, to enhance the value of, or facilitate the realisation of, or render profitable, and of the Company's property or rights.

- (h) To carry on the business of Trading and/or manufacturing Company generally.
 - (i) To acquire and dispose of shares and interests in firms or Companies established for the prosecution or execution of undertakings of any description.
 - (j) to lend moneys or supply goods to any Company or firm or person with or without security.
- (2) To raise and borrow by the issue of shares, stock, debentures, debenture stock, bonds, obligation, deposit notes and otherwise howsoever.
 - (3) To invest the money so raised and borrowed inter alia in and to hold sell, and deal with the stock, shares, bonds, debentures, debenture stock and securities of any Government, State Company, Corporation, Municipal, Local or other body or authority.
 - (4) To vary the investments of the Company.
 - (5) To mortgage or charge all or any part of the property and rights of the Company, including its uncalled capital.
 - (6) To make advances upon, hold in trust, issue on commission, sell or dispose of any of the investments aforesaid, or to act as agent for any of the above or like the purposes.
 - (7) To carry on any other business which can, in the opinion of the Directors of the Company for the time being, be carried on to the benefit or advantage of the Company in conjunction with any business which the Company is expressly or impliedly authorised to carry on.

- (8) To purchase or otherwise acquire any property or assets, whether real or personal, which it may be considered necessary or expedient for the Company to possess (including any inventions, patents, trade marks, designs, copyrights, schemes, and secret and other processes).
- (9) To acquire and obtain such rights, privileges, monopolies, concessions, contracts and grants as may appear advisable and to exercise or carry into effect all or any of item.
- (10) To borrow moneys from such person or persons as may be determined upon at such rate of interest and upon such terms as to repayment as may be thought fit, and to make such arrangements for obtaining overdrafts or other Banking or financial assistance as may be deemed expedient and to execute necessary deeds and writings for the said
- (11) To secure the payment of any moneys borrowed, raised, owing by the Company by the creation or issue of debentures or debenture stock, bonds, mortgage or other securities specifically or otherwise charging the whole or any part of the Company's undertakings and assets (including uncalled capital and after acquired property), or by such other means as may be determined upon, with power (so far as in permitted by law) to make any debentures or other securities irredeemable.
- (12) To promote and effect incorporation (under the Companies Acts or by Acts of Legislatures or otherwise) of any Companies with such objects or for such purposes as may be deemed expedient, or to join with any person or persons in the promotion or incorporation of any such Company or Companies.
- (13) To receive moneys on deposits from any person or persons for such periods as may be considered advisable, and to pay interest on moneys so received at such rate as may be deemed expedient.
- (14) To invest any of the moneys of the Company, whether representing capital or profits, in or upon such investments or securities as may be considered desirable.

- (15) To lend or advance money to any persons upon such security, and on such terms as to repayment and interest, or otherwise as may be thought fit and to give guarantee in respect of the fulfillment of any contracts or obligations, and to become surety for or otherwise financially aid any person or persons.
- (16) To accept, execute or issue, discount, acquire or negotiate any negotiable or mercantile instruments or securities, including bills of exchange, promissory notes, letters of credit, coupons, bills of lading, dock warrants, and delivery orders.
- (17) To apply for, acquire, underwrite, deal in, and guarantee the subscription or purchase of any shares, scrip, stock, debentures, debenture stock bonds or securities of any Company (formed or to be formed) for the purpose of carrying on any business authorised to be carried on by that Company.
- (18) To acquire the whole or any part of the business and undertaking of any other Company (carrying on any business within the scope of the objects of this Company) or to acquire any share or interest in any such business or undertaking and to make arrangements for amalgamating, joint-working or co-operation with any person or Company upon such terms as to division of profits, liabilities and otherwise, as may be deemed desirable.
- (19) To take any steps necessary or expedient for obtaining any Act of the India legislature or Native State whether for enabling the Company to alter or extend its objects or for any other purpose to oppose or assist in the opposition of any Bills of the Indian Legislature or Native State or any orders or grants which may be calculated to adversely affect or prejudice the interests or welfare of the Company.
- (20) To issue as fully or partly paid-up any shares or securities of the Company in consideration of any property transferred or services rendered to the Company and to accept as consideration for any property sold or disposed of by the Company fully or partly paid-up shares or securities of any other Company.
- (21) To develop, repair, improve, extend, maintain manage, mortgage, charge, exchange, sell, assign, transfer, dispose of, turn to account or otherwise deal with, the whole or any part of the Company's property and assets.

- (22) To amalgamate with any Company authorised to do business similar to in whole or part business carried on by this Company.
- (23) To grant pecuniary aid (including pensions) to any of the Company's employees, past or present or any dependents of such employees and to subscribe to or establish any sick funds, clubs, or similar institutions calculated to benefit any such employees or dependents and to subscribe to or otherwise assist any charitable or useful institution or object or purpose.
- (24) To procure the Company to be incorporated or recognised outside British India or in any British Colony or in any foreign country (at peace with this country).
- (25) To be appointed and act as trustees or any person or persons of any Company or Companies, and to execute any trusts the undertaking of which may be deemed expedient and either for or without payment.
- (26) To expand the Company's activities by opening branches and/or appointing agents in British India, Indian States, and any British Colony or protectorate and in any foreign country (at peace with this Country).
- (27) To pay and discharge all of any part of the costs charges and expenses relating to the incorporation and formation of the company.
- (28) To do all such other acts and things as may see incidental or conducive to the attainment of any of the Company's objects.
- (29) To do all or any of the above-mentioned acts or this either as Principals or as by or through agents, brokers, contractors, sub-contractors or otherwise.

In the constructions of these presents, unless the context otherwise requires, the singular number shall include the plural and vice versa.

And it is hereby declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not, whether domiciled in India or elsewhere, and the intention is that the several objects specified in the several paragraphs of this clause shall receive the widest construction, and that the several objects specified in each paragraph of this clause shall be independent main object and shall be in no wise limited or restricted by a reference to or inference from the terms of any other paragraph or the name of the Company.

IV. The Liability of the Members is limited.

V. The Authorised Share Capital of Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 7,00,00,000 (Seven Crores) consisting of 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and Rs. 3,00,00,000 (Rupees Three Crores) consisting of 30,00,000 (Thirty Lacs) Preference Shares of Rs. 10/- (Rupees Ten Only) each, with power to increase or reduce the share capital from time to time in accordance with the provisions of Companies Act, 1956.

The shares in the capital of the Company for the time being whether original or increased may be divided into several classes with any preferential, deferred, qualified or other special rights, privileges, conditions or restricts attached thereto whether in regard to dividend, interest, voting, return of capital or otherwise. The Company shall have power to issue redeemable preference shares with cumulative interest and/or profit sharing rights.

The rights of the holders of any class of shares forming part of the capital for the time being of the company may be modified, affected, varied, extended, surrendered or abrogated in such manner as is or may be provided by the Articles of Association of the Company or originally registered or as altered from time to time.

VI. We the several persons whose names and addresses are subscribed here unto 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 to our names.

Name, address, description and Occupation of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, Address and descriptions of Witnesses
CHELA JHAMATMAL BHAVNANI Merchant 59, Forbes St., Bombay.	330 Ord.	Sd/-	Sd/- K. V. RAMNATH 9, Forbes St., Bombay.
VICTOR TSEPELEFF Merchant Queen's Court, Churchgate Reclamation, Bombay.	330 Ord.	Sd/-	Sd/- T. ALMEIDA Celestino Villa, Kurla.
BIKHALAL AMTHALAL SHAH Merchant Keval Mahal, Marine Drive, Bombay.	330 Ord.	Sd/-	Sd/- S. KRISHNAN 60, Laxmi Bldg., Sir P. Mehta Road, Bombay.
Total	990 Ord.		

Dated,

ARTICLES OF ASSOCIATION

OF

BRIGHT BROTHERS LIMITED

I - PRELIMINARY

1. The regulations contained in Table F of Schedule I of the Companies Act, 2013 shall apply to the Company in so far as they are not inconsistent with or repugnant to any of the regulations contained in the Article of Association of the Company.

Table F
to apply

2. The marginal notes hereto shall not affect the construction hereof and in these presents, unless the context otherwise requires, expressions defined in the Companies Act, 1956, or any statutory modifications or re-enactment for the time being in force shall have meanings so defined; and in particular, unless there be something in the subject or context inconsistent therewith,

Interpretation
Clause.

"The Act" means "the Companies Act, 1956";

"Articles" means the Articles of Association of BRIGHT BROTHERS LIMITED", as originally framed or as altered by special resolution, for the time being in force;

"Beneficial Owner" shall mean beneficial owner as defined in Clause (a) of sub section (1) of section 2 of the Depositories Act, 1996.

"Board" or "Board of Directors" means the Board of Directors of the Company;

"Capital" means the Capital for the time being raised

or authorised to be raised for the purposes of the Company;

"The Company" means "BRIGHT BROTHERS LIMITED";

"Depositories Act" means the Depositories Act, 1996, including any Statutory modification or re-enactment thereof for the time being in force.

"Depository" shall mean a Depository as defined under Clause (e) of Sub section (1) of Section 2 of the Depositories Act, 1996.

"The Directors" means the Directors for the time being of the Company or the Directors assembled at a Board, as the case may be;

"Dividend" includes Interim Dividend.

"Member" means the duly registered holder from time to time of the Shares of the company and includes the subscribers to the Memorandum of Association of the company and the beneficial Owner(s) as defined in clause (a) of sub section (1) of section 2 of the Depositories Act, 1996.

"Memorandum" means the Memorandum of Association of "BRIGHT BROTHERS LIMITED";

"Month" means calender month according to the English Style;

"The Office" means the Registered Office for the time being of the Company.

"Paid up" includes credited as paid up;

"These presents" means and includes the Memorandum of Association and the Articles of Association as originally framed or as altered by special resolution, for the time being in force;

"Person" includes any Company or Association or body of persons, whether incorporated or not;

"The Register" The Company shall cause to be kept a Register and index of Members in accordance with all applicable provisions of the Companies Act, 1956 and the Depositories Act, 1996 with details of shares held in material and dematerialised forms in any media as may be permitted by law including in any form of electronic media.

"Seal" means, as the case may be, the Common seal or Official Seal, for the time being of the Company;

"Shares" includes stock and means the shares or stock into which the capital is for the time being divided and the interest corresponding to such shares or stock;

"Shareholder" means a person duly registered in the register of members, as a holder of shares or stock;

"Written" or "in Writing" includes printing, lithography and other modes of representing words or reproducing words in a visible form;

Words signifying the singular number only shall also include the plural and vice versa;

Words signifying males only shall also extend to and include Females;

Words signifying person shall apply mutatis mutandis to Corporations;

3. REPEALED

II - BUSINESS, PUBLICATION OF NAME, REGISTERED OFFICE ETC.

4. The business of the Company shall include the several objects expressed in the Memorandum of Association or within its scope and meaning and all incidental or conducive matter thereto, or any of them.

Business of
the Company.

5. The Company shall have its name published in legible characters, in conspicuous position on the outside of every office, or place of business, in all its business letters, bill heads, letter paper, notices, advertisements, bills of exchange, hundies, promissory notes, endorsement cheques and orders for money or goods purporting to be signed by or on behalf of the company, and in all bills, parcels, invoices, receipts and letters of credit of the company in accordance with the provisions of Section 147 of the Act or any statutory modifications thereof.

Publication of
name.

6. The Company shall have its Registered Office in Mumbai subject thereto the business of the Company shall be carried on in Mumbai and such other places as the Board of Directors shall from time to time determine. The Company may change the situation of the registered office from time to time in accordance with Section 146 of the Act or any statutory modifications thereof.

Registered
Office.

Purchase by
the company of
its own shares.

7. "The Company may purchase its own shares or other specified securities in accordance with the provisions of Section 77A and other applicable provisions of the Act."

Shareholder not
to have right
of inspection.

8. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by the Company in general meeting or by these Articles.

No shareholder
to enter premises

9. Subject to the provisions of the Act, no shareholder or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties without the permission of the Directors, for the time being of the Company or to require discovery of or any information in respect of any details of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company, and which in the opinion of the Directors will be inexpedient in the interests of the members of the Company to communicate.

III - SHARE CAPITAL

Power to issue
Preference
including
redeemable
Preference
Shares.

10. The Company shall have power to issue preference shares including redeemable preference shares in accordance with the provisions of Section 80 of the Act or any statutory modifications thereof.

Division of
Capital

11. (1) The Authorised Share Capital of Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 7,00,00,000 (Seven Crores) consisting of 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and Rs. 3,00,00,000 (Rupees Three Crores) consisting of 30,00,000 (Thirty Lacs) Preference Shares of Rs. 10/- (Rupees Ten Only) each.

- (2) Subject to the provisions of the Act and all other applicable provisions of law, the Company may issue shares, either equity, and/or preference or any other kind with Non-Voting rights."

Nature and
Numbering
of Shares.

12. The shares in the capital shall be numbered progressively according to their several denominations, provided however, that the provisions relating to progressive numbering shall not apply to the shares of the company which are

dematerialised or may be dematerialised in future or issued in future in dematerialised form. Except in the manner hereinbefore mentioned, no share shall be sub-divided. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.

12A. Whereas at any time subsequent to the first allotment of shares in the company, it is proposed to increase the subscribed capital of the Company by the issue of new shares, then, subject to any directions to the contrary which may be given by the company in General Meeting, and subject only to those directions.

- a) Such new shares shall be offered to the persons who, at the date of the offer are holders of the ordinary shares of the company, in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.
- b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
- c) After the expiry of the time specified in the notice aforesaid, of or on receipt of earlier intimation from the person to whom such notice is given that such person declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the company, and the Board of Directors may likewise so dispose of any such new shares which (by reason of the rates which the new shares bear to the capital paid up on the ordinary shares held by the persons entitled to an offer of the new shares) cannot, in the opinion of the Board of Directors, be conveniently offered under this Articles."

12B. The company shall be entitled to dematerialise its existing shares, rematerialise its shares held in the Depositories and/or to offer its fresh shares in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder if any.

Dematerialised
Shares.

Every person subscribing to shares offered by the company shall have the option to receive share certificate, or to hold the shares with a Depository. Such a person who is the Beneficial Owner of shares can at any time opt out of a Depository, if permitted by the law, in respect of any shares in the

Options for
investors.

manner provided by the Depositories Act, and the company shall, in the manner and within the time prescribed, issue to the Beneficial owner the required Certificate of shares. If a person opts to hold his shares with a Depository, the company shall intimate such Depository the details of allotment of shares, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial owner of the shares.

**Shares in
Depositories
to be in fungible
form.**

All shares held by a Depository shall be dematerialised and be in fungible form. Nothing contained in Section 153, 153A, 153B, 187B, 187C and 372 of the Act shall apply to a Depository in respect of the shares held by it on behalf of "the Beneficial Owners".

**Rights of
Depositories
and Beneficial
Owners.**

- a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of shares on behalf of the Beneficial Owner.
- b) Same as otherwise provided in (a) above, the Depository as the registered owner of the shares shall not have any voting rights or any other rights in respect of the shares held by it.
- c) Every person holding shares of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the company. The Beneficial Owner of shares shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Shares which are held by a Depository.

**Service of
Documents.**

Notwithstanding anything in the Act or these Articles to the contrary, where shares are held in a Depository, the records of the Beneficial Ownership may be served by such Depository on the company by means of electronic mode or by delivery of floppies or discs.

**Transfer of
shares.**

Nothing contained in section 108 of the Companies Act, 1956 or these articles shall apply to a transfer of shares effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

**Allotment of
shares dealt with
a Depository.**

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

13. The Company when publishing its authorised capital shall also make a statement in a equally prominent position and in conspicuous characters, of the amount of the capital which has been subscribed and the amount paid up in accordance with Section 148 of the Act or any statutory modification thereof.

Subscribed and paid up Capital to be published in accordance with Section 148.

14. The shares shall be under the control of the Directors, who may allot or otherwise dispose of them to such persons on such terms and conditions and at such times as the directors may think fit subject to the provisions of Section 75 of the Act or any statutory modifications thereof, provided that option or right to call of shares shall not be given to any person without the sanction of the company in General Meeting.

Allotment of Shares and provisions of the Act to be complied with.

IV - VARIATION OF SHAREHOLDER'S RIGHTS

15. 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 provisions of Sections 106 and 107 of the Act and whether or not the company is being wound up, be varied with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of a resolution passed at a separate general meeting of the holders of the shares of that class and supported by the votes of the holders of any specified proportion not being less than three-fourth of these shares.

Alteration of rights attached to any class of shares how effected.

16. Subject to the provisions of Section 170 (2) (a) and (b) of the Act or any statutory modification thereof, to every such separate general meeting, the provisions of these Articles relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be five persons.

Provisions relating to general meetings how far applicable to Meetings of different classes of shareholders.

17. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise 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.

Conditions under which rights conferred upon holders of shares of any class be not deemed to be varied.

V - TRUSTS - ENTRY IN REGISTER OF MEMBERS

18. Except as ordered by a court of competent jurisdiction or as by law required, the company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or whose name appears

Trusts not ordinarily recognised.

as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the Part of any other person whether or not he shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any two or more persons or the survivor or survivors of them.

VI - CERTIFICATES

Member
entitled to
share
certificate.

19. (i) Every member or allottee of share shall be entitled without payment, to receive within three months after the allotment or one month from the date on which the instrument of transfer was lodged with the company, one or more certificates in the marketable lot, specifying the name of the person in whose favour it is issued, the shares to which it relates and the amount paid up 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 its fractional coupons of requisite value, save in case of issues against letters of acceptance or renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or person acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose, and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, atleast one of the aforesaid two Directors shall be a person other than a Manager or a wholtime Director, particulars of every share certificate issued shall be entered in the Register of Members against the name of the person to whom it has been issued, indicating the date of issue.

Certificate how
to be issued.

- (ii) Any two or more joint allottees of a shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any share, which may be the subject of joint ownership, may delivered to either the first named person or to any person nominated, in writing by all the joint owners, on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupee One. The Company shall comply with the provisions of Section 113 of the Act.
- (iii) A Director may sign a share certificate by affixing his signature

thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

20. In respect of any shares 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.

Issue of
Certificates in
case of Joint
holder.

21. Rights to Directors to refuse sub-division.

Right to refuse
subdivision.

- a) No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn or old, decrepit worn out, or where the pages on the reverse for recording transfers have been duly utilised, unless the certificate in lieu of which it is issued is surrendered to the Company.
- b) When a new share certificate has been issued in pursuance of clause (a) of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is "issued in lieu of share certificate no. sub-divided/replaced/or consolidated of shares."

Notwithstanding anything contained in this Articles, the Directors of the Company may in their absolute discretion refuse sub-division of Share Certificate or Debenture Certificate into denominations of less than the marketable lots except where such sub-division is required to be made to comply with a statutory provision or an order of a competent court of law.

- 21. A. Subject to the provisions of Section 76 of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolute or conditional) for any shares or debentures in the company, but so that the commission shall not exceed in the case of shares five per cent of the price at which the shares are issued and in the case of

debentures two and a half percent of the price at which the debentures are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

- B. The Company may pay a reasonable sum for brokerage.

VII - CALLS ON SHARES

Calls and
restrictions
hereon.

22. (1) The Board may, from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall 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.

Notice of call.

- (2) 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.

Revocation and
postponement of
call.

- (3) A call may be revoked or postponed at the discretion of the Board.

When call
deemed to be
made.

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

Liability of
joint-holders.

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

Interest payable
on call, if not
paid in time.

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

Power of the
Board to waive
payment of
interest.

- (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.

26. (1) 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 Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. Sums payable on allotment deemed to be calls.
- (2) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum has become payable by virtue of a call duly made and notified. Effect of non-payment.
27. (1) Subject to the provisions of Section 92 of the Act or any statutory modification thereof the Board may if it things fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him. Power to accept unpaid share capital although not called up.
- (2) Upon all or any of the moneys so advanced, the Board may (until the same would but for such advances, become presently payable) pay interest at such rate not exceeding, Nine per cent per annum as may be agreed upon between the Board and the member paying the sum in advance, unless the company in general meeting shall otherwise direct. Money paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in the profits of the company. Interest on moneys paid in advance.
28. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. Calls to be on a uniform basis.

VIII - LIEN

29. The Company shall have first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of the each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien if any, on such shares. The Directors may at any time declare any shares wholly or in part to be exempt from the provisions of this clause. Nature and extent of Company's lien.

Transfer of the
shares subject
to lien

30. (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

Purchaser to
be registered
as shareholder

- (2) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer.

Purchaser's title
unaffected

- (3) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Application of
proceeds of sale.

31. (1) 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.

Excess of sale
proceeds to
be paid to
shareholder.

- (2) 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.

Restrictions on
exercise of
voting right of
members who
have not paid
calls, etc.

32. No member shall exercise any voting rights in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has exercised any right of lien.

IX FORFEITURE OF SHARES

Notice for calls
unpaid.

33. (1) 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.

Form of Notice

- (2) The notice aforesaid shall
- (a) name a further day (not 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 will be liable to be forfeited.
- (3) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Forfeiture for non-payment.
34. (1) A forfeited share may be sold or otherwise disposed off on such terms and in such manner as the Board thinks fit. Disposal of forfeited share.
- (2) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit. Power to cancel forfeiture.
35. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all moneys which at the date of forfeiture, were presently payable by him to the company in respect of the shares. Liability on forfeiture.
- (2) The liability of such person shall cease if and when the company shall have received payment in full of all such moneys in respect of the shares. Liability when ceases.
36. (1) A duly verified declaration in writing that the declarant is a director, the manager or secretary of the company, and that a share in the company has been duly forfeited on a date stated in declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Declaration of forfeiture of share to be conclusive evidence.
- (2) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may appoint any Director of the Company to execute a transfer of the share in favour of the person to whom the share is sold or disposed off. Company to transfer shares on disposal.
- (3) The transferee shall thereupon be registered as the holder of the share. Transferee to be shareholder.

Transferee's title
unaffected.

- (4) The transferee shall not be bound to see to the application of the purchase money if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

Application of
forfeiture
provision to
sums payable
otherwise than
on calls.

37. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum, which by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Effect of
forfeiture.

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

X - ALTERATION OF SHARE CAPITAL

Power to alter
share capital
by increase,
consolidation
and division,
sub-division
and cancellation
of shares.

39. (1) The company shall have power to alter the conditions of its memorandum as follows, that is to say, it may :-
- (a) increase its share capital by such amount as it thinks expedient by the creation of new shares, and such new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct and if no direction be given as the Directors shall from time to time determine and in particular such shares may be issued at par or at a premium and with a preferential, deferred or qualified rights to dividend and in the distribution of assets of the company and with a special or without any right of voting.
 - (b) consolidate and divide all or any of its shares capital into shares of large amount than its existing shares;
 - (c) sub-divide its shares or any of them, into shares of smaller amount than is fixed by the memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, 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.

- (d) cancel shares which at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled provided however the cancellation of shares in pursuance of the exercise of this power shall not be deemed to be a reduction of share capital within the meaning of the Act.

- (2) The powers conferred by Clause (1) of this Article shall not require to be confirmed by the Court.

Above powers
not to require
confirmation of
Court.

40. The company shall have power to reduce the share capital in the manner provided for in Sections 100 to 104 of the Act or any statutory modifications thereof.

Reduction of
Share Capital.

41. The company shall have power.

Reduction of
Share premium
account and
Capital
Redemption
Reserve Fund

- (a) to reduce any share premium account in accordance with the provisions of Section 78 read with Section 100 of the Act or any statutory modifications thereof.

- (b) to reduce any capital redemption reserve fund in accordance with Section 80 read with Section 100 of the Act of any statutory modifications thereof.

XI - TRANSFER AND TRANSMISSION OF SHARES

42. The company shall keep a "Register of Transfers" and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share or debenture held in material form.

Register of
Transfers.

43. Shares in the Company may be transferred by an instrument in writing in the usual common form or in such other form as shall from time to time be approved by the Directors provided that if so required by the provisions of the Act, such instrument of transfer shall be in the form prescribed and shall be duly stamped and delivered to the Company within the prescribed period. All provisions of Section 108 of the Companies Act, 1956 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

Form of Transfer.

44. The instrument of Transfer duly stamped and executed by the Transferor and the Transferee shall be delivered to the Company in accordance with the provisions of the Act. The Instrument of Transfer shall be accompanied by such evidence as the Board may require to prove the title of Transferor and

Transfer Form to
be completed
and presented to
the Company.

his right to transfer the shares and every instrument of Transfer shall remain in the custody of the Company until destroyed by order of the Board. The transferor shall be deemed to be the holder of such shares until the name of the Transferee shall have been entered in the Register of Members in respect thereof. Before the registration of a transfer the certificate or if no such certificate is in existence, the letter of allotment of the shares must be delivered to the Company.

Transfer and
Transmission
held in electronic
form.

44(1). In the case of transfer or transmission of shares, where the company has not issued certificates and where such shares are being held in any electronic and fungible form in a Depository, the provisions of Depositories Act, 1996 shall apply.

Transfer books
and Register of
Member when
closed.

45. The Board shall have power on giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situate to close the Transfer Books, the Register of Members or Register of Debenture-holders at such time to times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty five days in each year.

Directors may
refuse to register
transfers.

46. Subject to the provisions of Section 111 of the Act, the Board may, at its own absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer of shares, whether fully paid or not, (notwithstanding that the proposed transferee be already a member), but in such cases it shall, within two months from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of refusal to register such transfer provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any person or persons indebted to the Company on any account whatsoever except Company's lien on the shares.

Notice of
application when
to be given.

47. Where, in the case of partly paid shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 110 of the Act.

Death of one
or more joint-
holders of
Shares.

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

Title to shares
of deceased
Member.

49. The executors of administrators or holders of a Succession Certificate or the legal representatives of a deceased member (not being one or

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 member and the Company shall not be bound to recognise such executors or administrators or holders of a Succession Certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration or Succession Certificate, as the case may be, from a duly constituted Court in the Union of India; provided that, in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of Probate or Letters of Administration or Succession Certificate, upon such terms as to indemnity or otherwise as the Board in its absolute discretion may think necessary and under Article 52 register as a member the name of any person who claims to be absolute entitled to the shares standing in the name of a deceased member.

50. No share shall in any circumstances be transferred to insolvent or person of unsound mind.

No transfer to
Insolvent etc.

51. If any member of the Company dies, and the Company through any of its principal officers within the meaning of the Estate Duty Act, 1953, has knowledge of the death, it shall not be lawful for the Company to register the transfer of any shares standing in the name of the deceased member unless the Company is satisfied that the transferee has acquired such shares for valuable consideration or there is produced to it a certificate from the Controller, Deputy controller, or Assistant Controller of Estate Duty that either the Estate Duty in respect thereof has been paid or will be paid or none is due as the case may be. Where the company has come to know through any of its principal Officers or the death of any member, the Company shall, within three months of the receipt of such knowledge, furnish to the Assistant Controller or the Deputy Controller of the Estate Duty who is exercising the functions of the Income Tax Officer under the Income Tax Act in relation to the Company, such particulars as may be prescribed by the Estate Duty Rules, 1953.

Compliance with
Estate Duty Act,
1953.

52. Subject to the provisions of the Act and Articles 48 and 49 any person becoming entitled to shares in consequences of the death, lunacy, bankruptcy or insolvency of the member, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Articles or of such title as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder, provided Nevertheless, that if such persons shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained, and until he does so, he shall not be freed from any liability in respect of the shares.

Registration
of persons
entitled to
shares otherwise
than by transfer.

Persons entitled
may receive
dividend, without
being registered
as member.

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

No fee on
transfer or
transmission

54. No fee shall be paid to the Company, in respect of the transfer or transmission of any number of shares.

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

54A. The Company shall incur no liability or responsibility whatsoever in consequences of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of any person having or claiming any equitable right, title or interest to or in the said share, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

No Fee for
registration
of transmission
and transfer.

55. No fee shall be charged upon any registration under the transmission clause, hereinafter contained and also upon the registration of any transfer.

Evidence or title
to be produced
by transferor

56. Every instrument of transfer shall be left at the office duly stamped for registration accompanied by the certificate of shares proposed to be transferred and such other evidence as the Directors may require to prove the title of the transferor or his right to transfer the shares. The Directors may waive the production of the certificate upon evidence satisfactory to them of its loss or destruction.

Registered
instrument of
transfer to be in
the custody of
the Company.

57. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall (except in any case of fraud) be returned to the person depositing the same.

Closing of the
register of
members.

58. The transfer books and the register of members shall be closed during the 14 days immediately preceding the annual general meeting each year.

59. (1) On the death of a member, except as otherwise provided in these Articles, the survivor or survivors where the member was joint holder, and his legal representatives where he was a sole holder shall be the only person recognised by the company as having any title to his interest in the shares.

Survivorship
and succession

- (2) Nothing in the above Article 58(1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

Liability of
deceased joint
holder to
continue

- (3) Nothing in the above Article 58 (1) contained shall bind the company to recognise such legal representatives unless they shall have obtained Probate or Letters of Administration or other legal representation, as the case may be, from a duly constituted Court in India having effect at Bombay, Provided nevertheless that, in any case where the Directors in their absolute discretion think fit, it shall be lawful for the Directors to recognise the title of any person claiming to be entitled to the share or shares of the deceased member whether in a representative capacity or not and to dispense with production of Probate of Letters or Administration or such other evidence or title and upon such terms as to indemnity or otherwise as to the Directors may deem fit.

Production of
Probate or letters
of Administration
or other Legal
Representation
and power to
waive the same.

60. Any person becoming entitled to any share in consequences of the death or insolvency of any member upon producing such evidence that he sustains the character in respect of which he proposed to act under this Article, or of his title as the Directors think sufficient, may with the consent of the Directors (which they shall not be under any obligation to give) be registered as a member in respect of such share or may, subject to the Articles as to transfer herein contained, transfer such share. This Articles is hereinafter called the "transmission Article".

Transmission

61. Notwithstanding anything contained in these Articles, the Directors may, by notice in writing, signed by the Secretary, if any, of the company or other person authorised by the Directors call upon any person becoming entitled to any share under the Transmission Article to transfer the said share to some person to be selected by the person so becoming entitled and approved by the Directors and if the person so becoming entitled does not, within twenty one days after service of such notice, comply with such call then he shall be deemed to have served the company with a transfer notice under Article 45 hereof and not to have specified therein any sum as the fair value and the subsequent provisions of that Article and the Articles following thereon as are applicable shall take effect.

Director's power
with regard to
transfer of
shares

Right of persons
entitled otherwise
than by transfer.

62. A person entitled to any share by transmission shall be entitled to receive, and may give discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall have become a member in respect of the share.

XII - COMPULSORY RETIREMENT

Compulsory
retirement.

63. The holders for the time being of 75 per cent of the ordinary shares issued for the time being may at any time for any reason whatever serve the Directors with a requisition to enforce the transfer of any particular shares (irrespective of class) not held by the requisitionists. The Directors shall forthwith give to the holder of such shares notice in writing of the requisition and unless within 14 days afterwards the holder shall give to the Company a transfer notice in respect of the shares in accordance with Article 45 hereof he shall be deemed, at the expiration of that period, to have actually given such notice and not to have specified therein any sum as the fair value and all the ancillary and consequential provisions on these Articles pursuant to the giving of transfer notice under Article 45 hereof shall apply with respect to the completion of the transfer on the share or shares and the subsequent proceedings may be taken on that footing. For the purpose of this article any person entitled under transmission articles to transfer any share or shares shall be deemed to be the holder of such share or shares.

XIII - GENERAL POWERS OF THE COMPANY

To make
contracts

64. In the making of contracts with any individual, firm or body corporate the company shall conform to the provisions of Sections 46, 47, 48, 297, 299, 300, 301, 302 and 416 of the Act or any statutory modifications thereof.

To create and
register charges.

65. In the creation and registration of charges, the company shall conform to the provisions of Section 124 to 145 of the Act or any statutory modifications thereof :

To make loans.

66. In making loans the company shall comply with provisions of Section 292 (1) (e) of the Act or any statutory modifications thereof.

To make
instruments

67. In the making of investments and dealing with any of the moneys of the company, to vary or release such investments, the company shall comply with the provisions of Sections 42, 49, 77(1), 292, 370, 372, 372A, 373 and 379 of the Act or any statutory modifications thereof.

68. Subject to the provisions of Sections 294 of the Act or any statutory modifications thereof the Board may as and when required appoint sole selling agents for the produce of the company upon such terms and conditions as it thinks fit, provided however such appointment shall not take effect unless it is approved by the company in General Meeting within six months from the date of appointment.

To appoint sole
Selling Agents.

69. In altering the Memorandum of Association the company shall comply with the provisions of Sections 16, 17, 18, 38, 34, 100 and 323 of the Act or any statutory modifications thereof.

Amendments of
Memorandum.

70. In altering the Articles of Association the company shall comply with the provisions of Sections 31 and 38 of the Act or any statutory modifications thereof.

Amendments
of Articles.

71. A document or proceeding requiring authentication by the company under the Act may be signed by a director, the manager, the secretary or other authorised officer of the company whether under the common seal or not in accordance with the provisions of Section 54 of the Act or any statutory modification thereof.

Authentication
of Documents.

72. The company may change its name by passing a special resolution and with the approval of the Central Government signified in writing subject to the provisions of Section 20 to 22 of the Act or any statutory modifications thereof.

Change of
company's
name.

73. The company shall have power to establish branch offices subject to the provisions of Section 8 of the Act or any statutory modifications thereof.

Power to
establish Branch
Offices.

74. The company may, if it thinks fit, by special resolution alter the memorandum so as to tender the liability of its directors or of any director or manager unlimited in accordance with Section 323 of the Act and having regard to Section 322 of the Act.

Alter liability
of directors into
unlimited.

75. The company shall have power to pay interest out of its capital on so much of shares which are issued for the purpose of raising money to defray the expenses of the construction of any work of building or the provisions of any plant for the company in accordance with the provisions of Section 208 of the Act or any statutory modifications thereof.

Payment of
interest out
of capital.

Closure of
register of
members or
debenture
holders

76. The company may after giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the registered office of the company is situate, close the register of members or the register of debenture holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

Deposit of
moneys and
securities by
employees

77. All moneys or securities deposited with the company by its employees in pursuance of their contracts of service with the company shall be kept or deposited by the company in a special account to be opened by the company for the purpose in scheduled bank and no portion of such moneys or securities shall be utilised by the company except for the purposes agreed to in the contracts of service and shall have regard to Section 417 of the Act or any statutory modifications thereof.

Provident Fund
for employees.

78. The company in constituting a provident fund for its employees or any class of employees shall comply with the provisions of Section 418 if the Act or any statutory modifications thereof.

XIV - BORROWING POWERS

Power to borrow
and limitations
thereof.

79. The company shall have power to borrow from any person or persons and secure the payment of any sum or sums of money for the purpose of the company and the Directors may from time to time at their discretion exercise this power and may themselves lend to the company on security or otherwise provided that the Directors shall not contravene the provisions of Section 292 of the Act or any statutory modifications thereof

Conditions and
manner in which
money may be
borrowed

80. The Directors may raise or secure the repayment of any sum or sums in such manner and upon such terms and conditions in all respects as they may think fit, and in particular by the creation of any mortgage or charge on the undertaking of the whole or any part of the property, present or future, or uncalled capital of the company or by the issue of bonds, perpetual or redeemable, debenture or debenture-stock of the company charged upon all or any part other property of the company both present and future, including its uncalled capital for the time being.

XV - DEBENTURE

Power to issue
debentures and
provisions of
the Act to be
complied with.

81. The company shall have power to issue debentures among members but in exercising this power the provisions of Sections 108 to 113, 117 to 123, 128, 129, 133, 134, 152, 154, 170 (2) (a) and (b), 187 and 292 of the Act or any statutory modifications thereof shall be complied with.

XVI - GENERAL MEETINGS OF THE COMPANY

Different kinds of Meetings and Business

- | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| <p>82. In regard to the calling and conduct of general meetings of the company, it shall comply with the provisions of Sections 166 to 197 of the Act or any statutory modifications thereof; provided however Sections 173 and 176(2) of the Act and the provisions of Section 171(2) of the Act shall not apply to this company and provided further other provisions in the group of Section 171 to 186 of the Act shall also not apply to this Company in so far as they are inconsistent with these Articles.</p> | <p>Application of
Section 166
to 197.</p> |
| <p>83. Without prejudice to the provisions of Section 167 of the Act or any statutory modifications thereof, the company shall in addition to any other meetings hold a general meeting of the Company, which shall be styled its annual general meeting at such intervals; and in accordance with the provisions of Section 166 of the Act or any statutory modifications thereof.</p> | <p>Annual General
Meetings.</p> |
| <p>84. All general meetings of the Company other than the annual general meetings of the Company shall be Called Extraordinary General Meetings.</p> | <p>Extraordinary
General
Meetings</p> |
| <p>85. (1) The Board may whenever it thinks fit call an Extraordinary General Meeting of the company.</p> | <p>Calling of
Extraordinary
General Meeting
by Board.</p> |
| <p>(2) If at any time, they are not within India, directors capable of acting who are sufficient in number to form a quorum, any director or any five members of the company may call an Extraordinary General Meeting of in the Company in the same manner as nearly as possible as that in which such a meeting may be called by the Board.</p> | <p>Calling of
Extraordinary
General Meeting
by any Director
or any five
members.</p> |
| <p>(3) Extraordinary General Meeting of the Company, may be called by the members under the provisions of Section 169 of the Act and under conditions mentioned therein or any statutory modifications thereof, and by Court under conditions, mentioned in Section 186 of the Act or any statutory modifications thereof.</p> | <p>Calling of
Extraordinary
General Meeting
under Section
169 by members
and under
Section 186 by
court.</p> |
| <p>86. All business shall be deemed special that is transacted at an extraordinary General Meeting of the Company and also all that is transacted at an Annual General Meeting of the Company, with the exceptions of :</p> | <p>Business
deemed to
be special.</p> |

- (a) the consideration of accounts, balance sheet and the reports of the Board of Directors and Auditors :
- (b) the declaration of a dividend :
- (c) appointment of directors in the place of those retiring and
- (d) the appointment and fixing of the remuneration of auditors.

Business at a General Meeting to include member's resolutions.

87. The business at an Annual General Meeting of the Company shall also include any resolution by members of which notice is given in accordance with Section 188(7) of the Act or any statutory modifications thereof.

NOTICES

Period of notice

88. (1) A general meeting of the company may be called by giving not less than twenty-one days notice in writing or after giving such shorter notice as provided for in Section 171(2) of the Act or any statutory modifications thereof.

To whom notice should be given.

- (2) Notice of every general meeting of the company shall be given;
- (a) to every member of the company;
 - (b) to the persons entitled to a share in consequence of the death or insolvency of a member; and
 - (c) to the auditor or auditors for the time being, of the company.

in the manner provided for in Section 172 of the Act or any statutory modifications thereof.

Accidental omission not to invalidate meeting.

- (3) Accidental omission to give notice to or the non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings of the meeting.

Representation at meetings

Representation at meetings of by a body corporate.

89. (1) A body corporate (whether a company within the meaning of this Act or not), may, if it is a member of the company, by

resolution of its board of directors or other governing body, authorise, such person as it thinks fit to act as its representative at any meeting of the company, or any meeting of any class of members of the company.

- (2) The person authorised by the resolution as aforesaid shall be entitled to exercise the same right and powers including the right to vote by proxy on behalf of the body corporate which he represents as that body corporate could exercise if it were a member.
- Right and powers of such representatives.

PROXIES

90. (1) Any member of the company entitled to attend and vote at a meeting of the company shall be entitled to appoint another person or persons whether a member or not, as his proxy to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting, provided however the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding poll.
- Proxies.

- (2) The instrument appointing a proxy, or any other document necessary to show the validity of or otherwise relating to the appointment of a proxy, is to be deposited with the company more than 48 hours before the commencement of the meeting.
- Deposit of instrument of proxy and the time for deposit.

- (3) An instrument appointing a proxy shall not be questioned, if it is in any one of the forms set out in Schedule IX of the Act.
- Validity of form of proxy.

91. 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.

Continuance of the validity of proxy in spite of death, etc. of principal if no notice is given.

92. Every member entitled to vote at a meeting of the company or 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.

Members right to inspection of proxies.

CONTENT OF NOTICE

Contents of
Notice (General)

93. Every notice of a general meeting of the company shall contain the following :

- (a) It shall specify the place, date and time of the meeting.
- (b) It shall contain a statement of the business to be transacted thereat.

Special
resolution and
Notice thereof

94. The company shall in the case of a resolution to be moved as a special resolution duly specify in the notice calling the general meeting or other intimation given to the members, the intention to propose the resolution as a special resolution.

Notice of
Resolution
requiring
special notice

95. The company shall in compliance with Section 190 of the Act read with Sections 225, 284, 339 and 379 of the Act or any statutory modifications thereof, give to its members notice of resolution requiring special notice at the same time and in the same manner as it gives notice of the meeting or if that is not practicable, shall give them notice thereof, either by advertisement in a newspaper having a circulation, in the State in which the registered office is situate, not less than twenty-one days before the meeting.

The fact of the
receipt or
representations
made under
Sections 225 and
284

96. Subject to the provisions of Section 225 and 284 of the Act or any statutory modifications thereof the receipt of representation, if any, made under Section 225 of the Act by a retiring auditor or under Section 284 of the Act by a director sought to be removed from office as director must be stated in the notice of meeting given to the members of the company if the representations are received in time.

Documents to be Annexed to the Notice, etc.

Copy of balance
sheet, document
etc

97. A copy of every balance sheet including the profit and loss account, the auditors report and every other document required by law to be annexed or attached as the case may be, to the balance sheet which is to be laid before the company in general meeting shall, not less than twenty-one days before the date of the meeting be sent to every member of the company in accordance with the provisions of Section 219(1) of the Act or any statutory modifications thereof.

Documents to be
sent though not
annexed to
notice.

98. A copy of representations if any made under Section 225 of the Act by a retiring auditor or under Section 284 of the Act by a director sought to be removed from office, shall be sent to the members of the company as

provided for in Section 225 and 284 of the Act or any statutory modifications thereof.

99. Subject to the provisions of Section 188 of the Act or any statutory modifications thereof, members resolution shall be circulated to the members of the company entitled to receive notice of the next annual general meeting.

Circulation of member's Resolution.

100. The Company shall give inspection at the commencement of or before the meeting of the documents referred to in Sections 176(7) and 230 of the Act or any statutory modifications thereof.

Documents to be given inspection of at or before the meeting.

Auditors Right

101. All notices of and other communications relating to, any general meeting of a company which any member of the company is entitled to have sent to him shall also be forwarded to the auditor of the company, and the auditor shall be entitled to attend any general meeting of the Company and to be heard at any general meeting of the Company which he attends on any part of the business which concerns him as auditor.

Right of Auditor to attend general meeting and be heard.

102. (1) No business shall be transacted at any general meeting of the company unless a quorum of members is present at the time when the meeting proceeds to transact business. Five members present in person shall be a quorum.

Quorum needed and the number to form the quorum.

(2) If within half an hour from the time appointed for holding a meeting of the company, a quorum is not present, the meeting, if called upon the requisition of members, shall stand dissolved.

Dissolution of meeting.

(3) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine.

Adjournment of meeting.

(4) If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be quorum.

Quorum at adjourned meetings.

Chairman of Meeting

103. (1) The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the company.

Chairman of the Board to preside.

When Directors
to elect
Chairman.

- (2) If there is no such chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman of the meeting, the directors present shall elect one of their number to be chairman of the meeting.

When member to
elect Chairman.

- (3) If at any meeting no director is willing to act as chairman 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 number to be chairman of the meeting in accordance with the provisions of Section 175 of the Act or any statutory modifications thereof.

Chairman's
Power and duty
to adjourn
meeting.

104. (1) The chairman may, with the consent of the general meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and place to place.

Nature of
business at
adjourned
meeting.

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

Fresh notice
required if
adjourned for
30 days or more.

- (3) 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.

Saving Clause.

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

Casting vote
by Chairman.

105. In the case of an equality of votes, whether on a show of hands or on poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote, provided he is a member entitled to vote, at the meeting and on the resolution.

Other business
to be transacted
pending the
taking of the poll.

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

Decision by
show of hands
unless poll
demanded.

107. At any general meeting of the Company a resolution put to the vote of the meeting shall unless a poll is demanded be decided on a show of hands in accordance with Section 177 of the Act or any statutory modifications thereof.

108. 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 need not use all his votes or cast in the same way all the votes he uses.

Right of member to use his votes differently (Section 183)

109. Where a poll is to be taken the chairman of the meeting shall appoint two scrutinisers to scrutinise the votes given on the poll and to report thereon to him.

Scrutinisers at poll (Section 184)

110. Where a resolution is passed at an adjourned meeting of the company, the resolution shall, for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

The date on which resolution is deemed to have been passed

111. A demand for poll shall be made in accordance with the provisions of Section 179 of the Act or any statutory modifications thereof and in any other matters connected with the poll, provisions of Sections 180 to 185 of the Act or any statutory modifications thereof shall be complied with and subject thereto the chairman of any meeting shall be the sole judge of the validity of the vote tendered at the meeting and his decision whether a resolution has been carried or not shall be final.

Matters connected with poll

Voting Rights - How Exercised

112. (1) Subject to any rights or restrictions for the time being attached to any class or classes of shares.

Voting Rights

- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, every member shall have the right to vote in proportion to his share of the Paid up Equity Capital of the Company.
- (c) "Notwithstanding anything contained in these Articles, the company may and in the case of resolutions relating to such business as the Central Government may declare to be conducted only by postal ballot, shall get such resolution passed by means of a postal ballot, instead of transacting the business in the general meeting of the company. Where the company requires to, or decides to, as the case may be, get a resolution passed by means of postal ballot, the provisions of Section 192A of the Act

Postal ballot

and such other rules framed thereunder from time to time shall be complied with."

How voting rights
to be exercised.

- (2) Voting rights shall be exercised in accordance with provisions of Section 117, 177, 178, 179, 180, 183, 184 and 185 of the Act or any statutory modifications thereof and Article 115 hereof read with Section 181 of the Act or any statutory modifications thereof.

Restrictions on
the right of vote
on holders of
Preference
Shares

- (3) Notwithstanding anything contained in these Articles, the Preference Shares of the Company shall not confer on the holders thereof the right to attend or vote, either in person or by proxy, at any General Meeting of the Company, or to have notice of such meeting, unless the general meeting is a separate meeting of the holders of Preference Shares held under Article 15 of these Articles.

Voting Rights.

112. (1A) "A depository as a registered owner shall not have any voting rights in respect of shares and securities held by it in dematerialised form. However, the beneficial owner as per the Register of Beneficial Owner maintained by a Depository shall be entitled to such rights in respect of shares held by him in a Depository. Any reference made of the member or joint members shall include a reference to Beneficial Owner or Joint Beneficial Owners in respect of the shares held in a Depository."

Joint holders

113. In the case of joint holders, the vote of the senior who tenders vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members. The company shall have power to alter, on the application of all joint holders, the order in which their names stand in the register of members and the share certificate.

Votes in
respect of
insane
members.

114. 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.

No voting right
if calls or other
sums due not
paid.

115. No member shall be entitled to vote at any general meeting of the Company unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

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| 116. (1) | No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. | Qualification of voter objection when to be raised. |
| (2) | Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive. | Chairman of meeting to decide as to objection. |

Matters where Special Resolutions are required

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| 117. | In giving notice of an intention to propose a resolution as a special resolution on any matter, the company shall have regard to the provisions of Sections 17, 21, 25(2), 31, 99, 100, 146, 208, 237, 314, 323, 338, 356, 357, 360, 370, 375 and 484 of the act or any statutory modifications thereon. | Matters in which special resolutions are required. |
|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|

Proceedings subsequent to the meeting

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| 118. (1) | Minutes shall be made in books provided for the purpose of all resolutions and proceedings at general meetings in accordance with Sections 193 and 194 of the Act and any such minutes if signed by the chairman of the meeting to which the same relate or by the chairman of the next subsequent General Meeting shall be receivable as evidence of the facts therein stated without proof. | Minutes of General Meetings. |
| (2) | After passing of the resolutions at a general meeting of the company, the company shall comply with the provisions of Sections 192, 193, 196 and 197 of the Act, or any statutory modifications thereof. | After General Meeting the Company to comply with to the provisions of the Act. |

XVII - DIRECTORS AND BOARD OF DIRECTORS

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|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 119. (1) | The number of Directors of the company shall not be less than three and unless otherwise determined by the company in general meeting by an ordinary resolution, it shall not be more than twelve including the Managing Director and the Nominated Directors, if any, but excluding the Debenture Directors, if any. | Number of Directors |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|

Company shall have an optimum combination of Executive and Non-Executive Directors with not less than 50% of the Board of Directors comprising of Non-Executive Directors.

The number of Independent Directors would depend on whether the Chairman is Executive or Non-Executive. In case of a Non-Executive Chairman, atleast 1/3rd of the Board shall comprise of independent Directors and in case of Executive Chairman atleast half of Board shall comprise of Independent Directors.

The expression "Independent Directors" means Directors who apart from receiving Director's remuneration, do not have any other material pecuniary relationship or transaction with the Company, its promoters, its management or its subsidiaries which in the judgement of the Board may affect independence of the judgement of the Directors. Such pecuniary relationship or transaction as between the Non-Executive Directors and the company shall be disclosed therefor in the Annual Report of the Company.

Only individual
to be directors.

- (2) Only an individual and not a body corporate, association or firm, shall be appointed director of the company.

Right to increase
or reduce the
number of
directors.

- (3) Subject to the provisions of Section 252 of the Act or any statutory modifications thereof, the company may in general meeting increase or reduce the number of directors within the limits fixed by Article 119(1) of these Articles.

Directors at the
date of adoption
of these Articles;

120. At the date of the adoption of these Articles the following persons are the directors of the company namely :-

1. MR. B. A. SHAH
2. MR. T. W. BHOJWANI
3. MR. C. J. BHOVNANI
4. MR. RAM CHAND DIPCHAND MAKHIJA
5. MRS. ETHEL G. P. SHAH

Additional
Directors to
be appointed
by Board.

121. (1) The Board of Directors shall have the power at any time and from time to time to appoint any person as Director as an addition to the Board but so that the total number of directors shall not at any time exceed the maximum number fixed above under Article 119(1) hereof.

- (2) The Board of Directors shall have the power to fill up any casual vacancy in the Board of Directors but any person so chosen to fill up the vacancy shall retain his office so long only as the vacating director would have retained the same if no vacancy had occurred. The continuing directors may act notwithstanding any vacancy in their body, but so that under Article 119(1) hereof, the Directors shall not act so long as the number is below the minimum except for the purpose of filling up vacancies.

Filling up of casual vacancy among directors by Board.

122. Subject to the provisions of Section 313 of the Act or any statutory modifications thereof, the Board of Directors shall have power to appoint a person as Alternate Director during the absence of a director for a period of not less than three months in the State in which meetings of the Board are ordinarily held.

Alternate Directors to be appointed by Board.

123. Whenever Directors enter into a contract with any Government, Central, State or Local, any bank or financial institution or any person or persons (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever the Directors shall have, subject to the provisions of Section 255 of the Act the power to agree that such appointer shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification shares. The Directors may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or others in his or their place and also fill in any vacancy, which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatever. The Directors appointed or nominated under the Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including payment of remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with the appointer.

Power to appoint nominee Directors.

123. A It is provided by the Trust Deed, securing or otherwise in connection with, any issue of debentures of the Company, that any person or persons shall have power to nominate a Director of the Company, then in the case of any and every such issue of debentures, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as Debenture director. A Director (Debenture) may be removed

Debenture Directors.

from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares.

Director elected
by small
shareholders.

123. B "That a company may have a director elected by small shareholders in the manner as may be prescribed under the provisions of Section 252 of the Act or such other rules governing from time to time."

Right of
Government
to appoint
directors.

124. Appointments shall be made by various authorities mentioned above without prejudice to the right of the Central Government to appoint director or directors under the provisions of Section 408 of the Act or any statutory modifications thereof.

Share
qualification
for director
whether
required or not.

125. It shall not be compulsory for any director to be the holder of any shares in the company, until and unless the company in general meeting otherwise resolves.

Disqualification
of persons for
appointment as
directors.

126. In appointing a person as director the provisions of Sections 274, 276 and 407 of the Act or any statutory modifications thereof shall be complied with.

Validity of acts
of directors.

127. Acts done by a person as a director shall be valid, notwithstanding that it may afterwards be discovered that his appointment was invalidate by reason of any defect or disqualification or had terminated by virtue of any provisions in the Act or in these Articles, provided that nothing in the Act shall be deemed to give validity to acts done by a director after his appointment has been shown to the company to be invalid or to have terminated.

Rights of
Director.

128. Every director shall have such rights and powers as are provided for in Sections 209, 284, 286, 289, 320 and 339 of the Act or any statutory modifications thereof.

Duties of
directors.

129. The Directors shall comply with the provisions of Section 40, 240, 270, 271, 299, 305, 308, 322 and 393 of the Act or any statutory modifications thereof.

Liability of
directors.

130. Directors shall be subject to such civil liabilities as are provided for in Sections 71, 73, 169, 314, 319, 320 and 322 of the Act or any statutory modifications thereof.

131. Directors shall be subject to the disabilities provided for in Section 275, 297, 312, 314, 318, 319 and 320 of the Act or any statutory modifications thereof.

Disabilities of directors.

132. (1) The office of a director shall be vacated;

Vacation and termination of office of director.

- (a) on the happening of any conditions provided for in Section 283 of the Act or any statutory modifications thereof except on the grounds provided for in Section 282(1) (h);
- (b) on the contravention of the provisions of Section 314 of the Act or any statutory modifications thereof;
- (c) if a person is a director of more than fifteen companies at a time;
- (d) if he is disqualified under Section 274 of the Act or any statutory modifications thereof;
- (e) in the case of an alternate director on return of the original director to the State, under the provision of Section 313 of the Act or any statutory modifications thereof;
- (f) on resignation of his office by notice in writing.

(2) The Company may in accordance with the provisions of Section 284 of the Act, remove by ordinary resolution any director before the expiration of his period of office and may by ordinary resolution appoint another qualified person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held the same if he had not been removed. A director so removed shall not be reappointed as a director by the Board of Directors, nor shall he be appointed as a substitute or alternate director under Article 122 hereof.

Power to remove Directors by ordinary resolution.

Director as
manager or
secretary

133. A director may be appointed as manager or secretary of the company.

Retirement of Directors

Retirement
and rotation
of Directors

134. (1) 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.

Those
Longest in
Office to
retire

(2) The Director to retire every year, shall be those who have been longest in office, and as between the Directors who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Retiring
director re-
eligible

135. A retiring director shall be eligible for re-election.

Meeting may
fill up
vacancy

136. The Company at the General Meeting at which a Director

retires in manner aforesaid may fill up the vacancy by electing any qualified person.

- (2) No person, not being a retiring Director, shall, unless recommended by the Director, be eligible for election to the office of Director at any General Meeting, unless he or some other member intending to propose him has at least seven days before the meeting at the 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.

Notice of
Candidature for
Directorship.

137. If at any General Meeting at which an election of Director ought to take place, the place of any retiring Director is not filled up, such Director shall, if willing to continue in office, be deemed to have been re-elected at such meeting.

Retiring Director
deemed to be
re-elected if
vacancy not
filled up.

138. The said MR. T. W. BHOJWANI who is at the date of adoption of these Articles Managing Director of the Company shall continue as Managing Director of the Company and shall hold that office until the completion of a period of fifteen years from the date of adoption of these Articles or until he voluntarily resigns earlier from that office or until he vacated office of a Director of the Company earlier for any other reason provided that the Board of Directors may reappoint him as Managing Director for such further period and on such terms and conditions as they then deem fit. The said MR. T. W. BHOJWANI, whilst he retains the office of the Managing Director, shall, subject to the express directions of the Board of Directors and to any directions which may be given by the Company in General Meeting, have the engagement and dismissal of managers, engineers, assistants, clerks and labourers and shall have power and control over the management of the business of the company with full power to do all acts, matters and things, demand necessary, proper or expedient for carrying on the business and concerned of the company including the power to make such investment of the company's funds as he shall think fit subject to the provisions of Section 292 of the Act or any statutory modifications thereof and to make and sign contracts and to draw, sign, accept, endorse and negotiate, on behalf of the company, all bills of exchange, promissory notes, hundies, cheques, drafts, Government promissory notes other Government securities and other instruments required to be signed for the Company's business. The said MR. T. W. BHOJWANI as Managing Director, may delegate all some of the powers to such other Directors, Managers, agents or other persons, as he may think fit and shall have power to grant to any such persons such powers of attorneys as he may deem expedient and such powers at pleasure to revoke provided that he shall not delegate all of his powers collectively to one single person. In addition to the above powers the Board may entrust and confer any other power of management on the said MR. T. W. BHOJWANI as Managing Director.

Mr. T. W.
Bhojwani as
Managing
Director.

His
remuneration.

139. The said MR. T. W. BHOJWANI as Managing Director shall get for his service the following remuneration and privileges.

Salary per month. Rs. 2,750/-

Entertainment allowance per month. Rs. 400/-

Annual Leave as per the company's rules.

The above remuneration and privileges shall be the minimum and may be increased from time to time by the Board of Directors.

Power to appoint
subsequent
Managing
Director.

140. (1) After the said MR. T. W. BHOJWANI ceases to be the Managing Director of the Company, the Board of Directors may from time to time subject to the provisions of Section 267 of the Act or any statutory modification thereof, appoint one or more of their body as Managing Director or Managing Directors or as Whole Time Director or Whole Time Directors for such period and on such terms and conditions as they may deem fit subject to the terms of any agreement entered with them may revoke such appointment or appointments.

Powers and
duties of
Managing or
Whole time
Directors.

(2) The Board may entrust and confer upon any Managing Director or any Whole Time Director, appointed by them under Article 136(1) hereof, any of the powers of management which would not otherwise be exercisable by him upon such terms and conditions and with such restriction as the Board may think fit, subject always to the superintendence, control and direction of the Board, and the Board may from time to time revoke, withdraw, alter, or vary all or any of such powers.

Compensation
for loss of office
of Managing
Director and
Whole-Time
Director.

141. In the matter of compensation payable to any Managing director or Whole-Time Director for loss of office the provisions of Sections 318 to 321 of the Act or any statutory modifications thereof shall be complied with.

General Powers of the Board

General powers
and limitation
thereon.

142. (1) The Board of directors shall be entitled to exercise all such power 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 by the Act or any other provision of law or by the Memorandum of Association of the company or by these Articles, to be exercised or done by the company in General Meeting.

Provided further that in exercising any such power or doing any such act or thing, the Board shall be subject to the provisions contained in that behalf in the Act or any other provision of law or the Memorandum of Association of the company or these articles or in any regulation not inconsistent therewith and duly made hereunder, including regulations made by the company in General Meeting.

- (2) 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.

Provision
against
invalidation of
prior acts of
the Board.

Special Powers of the Board

143. Without prejudice to the general powers, the Board shall have the following specific powers :-

Special Powers
of the Board.

- (a) To carry out the objects and exercise the powers contained in clause III of the Memorandum of Association of the company.
- (b) To have the superintendence, control and direction over managers, managing directors, whole time directors and all other officers of the company.
- (c) To carry on the business on the vacation of office by the manager of the company.
- (d) To delegate, subject to the provisions of Section 292 of the Act or any statutory modifications thereof, by a resolution passed at a meeting, to any committee of

To carry out the
objects and
exercise such
powers as given
in clause III of the
memorandum.

To have
superintendence
control and
direction over
Managing
Agents etc.

To carry on
business on
vacation of
Managing Agent
etc.

To delegate
powers to
Committee,
Managing
Agents, etc

directors, managing director, or the manager of the company.

(i) power to borrow moneys otherwise than by debentures;

(ii) the power to invest the funds of the company;

(iii) the power to make loans;

Audit
Committee.

(iv) "The company shall constitute a Committee of the Board known as "Audit Committee". The constitution of the Audit Committee shall be governed by the provisions of Section 292 A of the Act and such other regulations governing the matter from time to time."

Provided further that nothing herein contained 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 specified above in provisions (d) of the Article..

To provide
for Local
Management.

(e) To provide for the management of the affairs of the company in any specified locality in or outside India and to delegate to persons in charge of the local management such powers (not exceeding these which are delegatable by the Directors under these Articles).

To appoint
attorneys.

(f) To appoint at any time and from time to time by a power of attorney under seal, any person or persons to the attorney or attorneys of the company for such purposes and with such power, authorities and discretions (not exceeding those which are delegatable by the Directors under these present) and for such period and subject to such conditions as the Board may from time to time think fit, with powers for such attorney or attorneys to sub-delegate all or any of the powers, authorities and discretions vested in the attorney or attorneys for the time being.

- (g) To acquire by lease, mortgage, purchase or exchange or otherwise any property rights or privileges with the company is authorised to acquire at such price generally on such terms and conditions as the board may think fit and to sell, let, exchange or otherwise dispose of absolutely or conditionally any property, rights or privileges and undertaking of the company upon such term and conditions and for such consideration as they think fit.
- To acquire and dispose of property and rights and restrictions thereon.
- (h) To open any accounts with such Bank or Banks as the Board may select or appoint, to operate on such accounts, to make, sign, draw, accept, endorse, or otherwise execute all cheques, promissory note, drafts, hundies, orders bills of exchange, bills of lading and other, negotiable instruments, to make and give receipts releases and other discharges for moneys payable to the company and for the claims and demands of the company to make contracts and to execute deeds, provided however the provisions of Sections 46, 47 and 43 of the Act or any statutory modifications thereof shall be complied with.
- To open accounts, make contracts, execute cheques hundies, bills promissory notes etc.
- (i) To appoint officers (other than managing agents and secretaries and treasurers) clerks and servants for permanent, temporary or special service as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and to such amount as the Board may think fit and to remove or suspend any such officers, clerks and servants, provided however that in the case of managing agents and secretaries and treasurers, the Board shall have power to suspend as provided for in Section 340 read with Section 379 of the Act or any statutory modifications thereof, provided further that in making such appointments the provisions of Section 314 of the Act or any statutory modifications thereof shall be complied with.
- To appoint officers other than Managing Agents, Secretaries and Treasurers.
- (j) To sanction, pay and reimburse to other officers of the company in respect of any expenses incurred by them on behalf of the company.
- To reimburse Managing Agents and other officers in respect of expenses.

To make
investments.

- (k) To invest and deal with any of the moneys of the company, to vary or release such investments, subject to the provisions of Sections 49, 292 and 370 of the Act or any statutory modifications thereof.

To refer to
Arbitration.

- (l) To refer claims or demands by or against the company to arbitration in accordance with the provisions of Section 389 of the Act or any statutory modifications thereof and observe and perform any awards made thereon.

To institute and
defend legal
proceedings
and to appoint
legal advisers.

- (m) To institute, conduct, defend, compound or abandon any legal proceedings by or against the company or its officer or otherwise concerning the affairs of the company and also to compound and allow time for payment of satisfaction of any debts due and of claims or demand by or against the company and to appoint Solicitors, Advocates, Counsel and other legal advisers for such purposes or for any other purpose and settle and pay their remunerations.

To act in matters
of insolvency.

- (n) To act on behalf of the company in all matters in insolvency in which the company is interested.

To pay gratuity
pension etc.

- (o) To pay and give gratuities, pensions and allowances to any person or persons including any director, to his widow, children or dependents, that may appear to the directors just or proper whether any such person, widow, children or other dependents have or have not a legal claim upon the company and whether such person is still in service of the company or has retired from its service, to make contributions to any funds and pay premiums for the purchase or provisions of any such gratuity, pensions or allowance.

To support to
subscribe for
charitable
objects etc.

- (p) To establish, maintain, support and subscribe to any charitable or public object or any institution, society or club which may be for the benefit of the company or its employees.

To set aside
profits to form
a fund.

- (q) To set aside portions of the profits of the company to form a fund or funds before recommending any dividends for the objects mentioned above.

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|-----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| (r) | To make, and alter rules and regulations concerning the time and manner of payment of the contributions of the employees and the company respectively, to any such funds and accrual employment, suspension and forfeiture of the benefits of said funds and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit. | To make and alter rules etc. |
| (s) | To exercise the powers conferred by Section 50 of the Act or any statutory modifications thereof, with regard to having an official seal for use abroad. | To provide for seal for use abroad. |
| (t) | To exercise the powers conferred on the company by Section 157 and 158 of the Act or any statutory modifications thereof with regard to the keeping of foreign registers. | To keep Foreign registers. |
| (u) | To authorise Secretaries and treasurers to sell any goods or articles manufactured or produced by the company or to purchase, obtain or acquire machinery, stores, goods or materials for the purpose of the company or sell the same when no longer required for those purpose. | To authorise Secretaries and Treasurers to sell or purchase any goods, etc. |
| (v) | To exercise other powers referred to under these Articles not specifically mentioned in this Articles but referred to in other Regulations in these Articles. | To exercise powers referred to in other regulations. |
| (w) | To determine by resolution from time to time the name of person or persons who shall be entitled to do all or any of the acts mentioned in these Articles on behalf of the company. | To determine by resolution the name of person to do acts on behalf of the company. |

Specific Duties of the Board

144. The Board shall call an extraordinary general meeting on requisitions by members in accordance with Section 169 of the Act or any statutory modifications thereof.

Calling of extraordinary General Meeting.

Report by Board
to be attached to
the Balance
Sheet.

145. There shall be attached to every balance sheet laid before the company in general meeting a report by the Board of Directors in accordance with the provisions of Section 217 of the Act or any statutory modifications thereof.

Balance Sheet
and profit and
Loss account
to be laid
before the
company.

146. The Board shall cause to be laid before the company in general meeting the balance sheet and profit and loss account in accordance with the provisions of Section 210 of the Act or any statutory modifications thereof.

Board's duty on
the resignation
of Managing
Agents or
Secretaries and
Treasurers.

147. REPEALED.

Keeping of
registers and
document.

148 The Board shall cause the keeping at its registered office, registers and documents in Sections 49, 118, 136, 143, 150, 151, 152, 158, 159, 161, 193, 209, 210, 301, 303, 307, 347, 356 to 360, 417 and 418 of the Act or any statutory modifications thereof.

Returns to
Registrar.

149. The Board shall cause to be sent to the Registrar as and when required the returns mentioned in Sections 17, 18, 21, 22, 44, 60, 75, 95, 97, 103, 107, 125, 127, 135, 138, 146, 156, 157, 159, 161, 165, 192, 220, 276, 303, 391 and 404 of the Act or any statutory modifications thereof.

Giving copies
of documents
to members
and others.

150. The Board shall cause giving copies of documents to any member or to any other person in accordance with the provisions of Section 39, 118, 163, 219, 225, 284, 339 read with Sections 379, 393 and 419 of the Act or any statutory modifications thereof.

To send
abstracts and
memorandum
referred to in
Section 302.

151. The Board shall cause the despatch of abstracts and memorandum referred to in Section 302 of the Act in accordance with the provision contained therein or any statutory modifications thereof.

Certain Powers to be exercised by Board only at Meetings

Powers under
Section 292 of
the Act.

152. (1) The Board shall exercise the following powers on behalf of the company only by means of resolutions passed at meetings of the Board.

- (a) the power to make calls on shareholders in respect to money unpaid on their shares
- (b) the power to issue debentures.
- (c) the power to borrow money otherwise than on debentures.
- (d) the power to invest the funds of the company, and
- (e) the power to make loans.

The Board shall exercise the above powers in accordance with Section 292 of the Act or any statutory modifications thereof.

- (2) The Board shall also exercise the powers mentioned in Sections 297 and 488 of the Act only at meetings of the Board and in accordance with the provisions of those sections or any statutory modifications thereof.

Powers under Section 297 and 488 of the Act to be exercised in Board's meetings.

Restrictions on the Powers of Board

- 153. (1) In the appointment of sole selling agents for the company for area, the Board shall conform to the provisions of Section 294 of the Act or any statutory modifications thereof.

Restrictions on Powers of the Board in the appointment of sole selling agent.

- (2) . In appointing a firm or body corporate to any office or place of profit, other than the office of trustee for the holders of debentures of the company shall have regard to section 204 of the Act or any statutory modifications thereof.

Appointment of firm or body corporate to office or place of profit.

Proceedings of the Board

- 154. The Board of directors may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided however the Board shall meet once in every three calendar months in accordance with Section 285 of the Act or any statutory modifications thereof.

Board when to meet.

Who can
summon a
meeting

155. A director may, and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.

Notice of meeting
to be sent to
every director

156. The Board shall cause notice to be circulated to every director or the company who is for the time being in India in accordance with Section 286 of Act or any statutory modifications thereof.

Quorum for the
meeting of the
Board

157. The quorum for a meeting of the Board shall be two directors or one third of its total strength whichever is greater.

Procedure to be
adopted if there
is no quorum

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

Votes of
Directors

159. Every Director shall have one vote at every meeting of the Board, in case of equality of votes, the Chairman of the meeting shall have a second or casting vote.

How questions
to be decided.

160. Subject to the provisions of the Act, and these presents, requiring an unanimous decision or a decision by a particular majority, all questions arising at a meeting of the Directors, or of a committee of the Board, shall be decided by a majority of valid votes and in the case of an equality of such votes the Chairman of the meeting shall have a second or casting vote.

Chairman of
the Board

161. (1) The Board may elect a chairman of its meetings and determine the period for which he is to hold office.

Choosing of
Chairman by
directors
present.

(2) If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairman of the meeting.

Power to appoint
Committees.

162. Subject to the provisions of Section 292 of the Act, the Board may delegate any of their powers other than the power to make calls or issue debentures, to committees consisting of such member or members of their body for such number of members of their body for time as they may think fit and may revoke or discharge any such committee wholly or in part and either as to persons or purpose, any committee so formed shall, in the exercise of the power

so delegated, conform to any regulations that may from time to time be imposed upon it by the Board.

163. The meetings and proceedings of any such committee consisting of two or more members, shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last proceeding Article.

Proceedings of
Committees.

164. (1) Subject to the provisions of the Act the Board or any Committee thereof may pass any resolution by circulation provided no resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or to all the members of the committee then in India (not being less in number than the quorum fixed for a meeting of the Board or committee as the case may be) and to all other Directors or members, at their usual address in India and has been approved by such of the Directors as are in India, or by a majority of such of them as are entitled to vote on the resolution.

Passing of
resolution by
circulation.

(2) The original document evidencing the resolution so passed by circulation shall be firmly inserted or otherwise entered in the proceedings Book of the Board and of the Committee of the Board so as to form a part and parcel thereof.

Inserting the
resolution in
the Minute Book

165. The Board shall cause proper minutes to be made in book to be provided for the purpose of all appointments of officers and committees made by Board, of the proceedings of all meetings of the Board and Committees of the Board and of the attendance thereat and all business transacted, resolutions passed and orders made at such meetings, and any such minute of any meeting if purporting to be signed by the Chairman of the Board or the Committee of the Board, as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.

Minutes of the
proceedings of
the Board and
Committee
thereof.

XVIII - MANAGING AGENTS

166 TO 175 REPEALED

XIX - SECRETARIES & TRASURERS

176 TO 177 REPEALED

XX - MANAGER

Appointment
of Manager

178. The company may appoint a person as manager provided however no firm, body corporate or association shall be appointed manager.

Certain persons
not to be
appointed
manager

179. In the appointment of a person as manager of the company the provisions of Section 385 of the Act or any statutory modifications thereof shall be complied with.

Prohibition of
assignment of
office.

180. Any assignment of office by the manager of the company shall be void.

**XXI - REMUNERATION OF DIRECTORS, MANAGING AGENTS,
SECRETARIES AND TREASURERS, MANAGERS AND EMPLOYEES**

Remuneration of
Directors for
attending
meetings of
the Board.

181. (1) The fee payable to Directors (other than Managing or Wholtime Director, if any) for attending each meeting of the Board or Committee thereof shall be such sum as may be prescribed by the Act or the Central Government from time to time.

Remuneration of
Directors for
attending
meetings of the
Board.

(2) If any Director being willing shall be called upon to perform extra services or to make any special exertion in going or residing away from his ordinary place of residence for any of the purposes of the Company or in negotiating or carrying into effect any contract or arrangement by the Company, the Company may remunerate the Directors so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by the Board of Directors and such remuneration may be either in addition to or in substitution for the remuneration above provided for the Directors.

Travelling and
other expenses
of Directors.

(3) If any Director goes out of station in connection with the business or work of the Company he shall be entitled to receive such travelling and other expenses as may be fixed by the Board of Directors from time to time.

Remuneration of
Directors,
officers and
employees
generally.

(4) Subject to what is provided for above in clauses (1) (2) and (3) of this Article and in any other Article of these Articles, the Board of Directors may fix remuneration of Directors including Managing Directors and Whole Time Directors, or any other officers or

officers or other employees of the company, provided however that in fixing the remuneration of employees, the Board shall comply with the provisions of Section 199 and 200 of the Act or any statutory modifications thereof, and provided further that the remuneration payable to the said MR. T. W. BHOJWANI as Managing Director shall not be less than that fixed under Article 139 of these Articles.

XXII - AUDIT

182. Auditors shall be appointed and their duties regulated in accordance with Sections 224 to 233 of the Act both inclusive or any statutory modifications thereof.

Appointment of auditors and regulations of their duties.

XXIII - THE SEAL

183. (1) The Board shall provide a common seal for the purposes of the Company and shall provide for its safe custody and may from time to time destroy the same and substitute a new seal in lieu thereof.

Board to provide common seal.

(2) 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 one director and of the secretary or such other person as the Board may appoint for the purpose and that director and the secretary or that person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Affixing of seal to be authorised by Board

XXIV - RESERVE DEPRECIATION AND SPECIAL FUNDS

184. The Board may from time to time set apart any and such portion of the profits of the Company as they think fit as a reserve fund or reserve funds applicable at their discretion for the liquidation of any debentures, debts, or other liabilities of the Company, for equalization of dividends to meet unforeseen contingencies of depreciation in the value of the property of the Company or for repairing, improving and maintaining any of the property of the Company or for providing against and meeting unexpected losses, claims or liabilities or for making provision for pensions, gratuities and the like for Directors Officers and other employees of the Company.

Reserve and special funds.

185. The Board may from time to time set apart any such portion of the profits of the company as they think fit as a depreciation fund applicable at their

Depreciation Fund.

discretion for rebuilding, restoring, replacing or altering any part of the buildings, works, plant, machinery or other property of the company destroyed or damaged by fire, flood, storm, tempest, accident, riot wear and tear or other means and for repairing, altering and keeping in good condition the property of the Company or for extending and enlarging the buildings, machinery and property of the Company with full power to employ the assets constituting such depreciation fund in the business of the Company and that without being bound to keep the same separate from the other assets.

All funds to be available for dividends subject to certain conditions.

186. All moneys carried to reserve and other special funds shall nevertheless remain and be profits of the Company applicable, subject to due provision being made for actual loss or depreciation or commitments, for the payment of dividends, and such moneys, and all other moneys of the Company not immediately required for the purposes of the company may be invested by the Directors in or upon such investments or securities as they may select, or may be used as working capital, or may be kept at any bank on deposit or otherwise as the Director may from time to time think proper.

XXV - DIVIDENDS

Declaration of dividends out of Profits only.

187. The company shall declare and pay dividends only out of profits and in accordance with the provisions of Section 205 of the Act or any statutory modifications thereof.

Dividends not to exceed the limit fixed by Board.

188. The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

Payment of interim dividends.

189. 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.

Power to carry forward profits.

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

Dividend in proportion to paid-up capital.

191. Subject to the rights of the 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 of 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.

Amount paid in advance of calls.

192. No amount paid or credited as paid on a share in advance of calls

shall be treated for the purpose of Articles 191 and 193 hereof as paid on the share.

193. All dividends shall be apportioned and paid proportionately to the amount 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.

Distribution of dividends.

194. 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.

Deduction from dividends.

195. (1) Any general meeting of the Company declaring a dividend or bonus may direct payment of such dividend wholly, or partly, by the distribution of specific assets and the Board shall give effect to the resolution of the meeting.

Mode of payment of dividends or bonus.

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

Power of the Board to distribute dividends.

(3) Any dividend, interest or other moneys 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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

Payment by cheque or warrant or Electronic clearing system

Any dividend declared may be paid by Electronic Clearing System through any Sponsor Bank after getting registration with the Reserve Bank of India for using this facility and collecting from the members necessary bank mandate in the prescribe format.

To whom
dividend
payable.

196. The Company shall not pay any dividend in respect of any share except to the registered holder of such share or to his order or to his bankers.

Dividend to
be paid etc.
within three
months.

197. The Company on declaring a dividend shall pay or post the warrant in respect thereof within thirty days from the date of the declaration in accordance with Section 207 of the Act or any statutory modification thereof except in cases mentioned in the proviso to Section 207 of the Act or any statutory modifications thereof.

Receipts for
dividends etc.
in case of joint
holders

198. Any one of two or more joint holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.

Notice of
dividend.

199. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein.

No interest on
dividend.

200. No dividend shall bear interest against the company. No unclaimed or unpaid dividend shall be forfeited by the Board and the Company shall comply with all the provisions of Section 205A of the Act in respect of unclaimed or unpaid dividend.

XXVI - ACCOUNTS

Inspection by
members.

201. (1) The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations, the account and books of the company or any of them shall be upon to the inspection of the members not being Directors.

Restriction on
inspection by
members.

(2) No member (not being a Director) shall have any right or inspecting any account or book or document of the company except as conferred by these Articles or authorised by the Board or by the company in general meeting.

Preparation of
annual returns.

(3) In making the annual returns the company shall comply with the provisions of Sections 159 and 161 of the Act and Schedule V of the Act or any statutory modifications thereof;

Preparation of
balance sheet.

(4) In making the balance sheet the company shall comply with the provisions of Section 210 to 222 of the Act (both inclusive) and Schedule VI of the Act or any statutory modifications thereof.

XXVII - CAPITALISATION OF PROFITS

202. (1) The Company in general meeting may upon the recommendation of the Board, resolve :- Capitalisation.
- (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 account or to the credit of the profit and loss account or otherwise available for distribution and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) of this Article amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) of this Article either in or towards :- Mode of payment.
- (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 or debentures of the company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid, or
 - (c) partly in the way specified in item (a) of this Clause (2) of this Article and partly in that Specified in item (b) of this clause (2) of this Article.
- (3) A shares premium account and a capital redemption reserve fund may, for the purpose of this Article, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares. Application of shares premium account and capital redemption reserve fund.
- (4) The Board shall give effect to the resolution passed by the company in pursuance of this Article. Board to give effect to the resolutions.
-

Appropriation
and application
of undivided
profits

203. (1) 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 or debentures, if any, and
- (b) generally do all acts and things required to give effect thereto.

Board's power
in cases of
fraction
distribution of
shares or
debentures.

(2) The Board shall have full power :-

- (a) to make such provision by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares or debentures becoming distributable in fractions; and also
- (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 or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the company on their behalf, by the application thereto of their respective proportion of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares.

Effect of
agreement.

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

XXVIII - SECRECY

Secrecy Clause.

204. (1) 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 a strict secrecy in respect of all transactions of the company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself

not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

- (2) No member or other person - (unless he is a director or other person in management of the affairs of the company) shall be entitled, without the permission of the Directors of the company or Officers authorised by the Directors of the company or Officers authorised by the Directors for the time being, to require discovery of or any information respecting any detail, of the company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the company and which in the opinion of the Directors or Officers authorised by the Directors it will inexpedient in the interest of the members of the company to communicate.

Restrictions imposed on persons other than Directors and Officers in management

XXIX - WINDING UP

205. (1) If the company shall be wound up, the liquidator may with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the company, whether they shall consists of property of the same kind or not.

Winding up.

- (2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid any may determine how such division shall be carried out as between the members or different classes of members.

Liquidator's power to fix value and divide property.

- (3) The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction shall think fit, but that no member shall be compelled to accept any shares or other securities whereupon there is any liability.

Liquidator's power to vest property in Trustees.

XXX - INDEMNITY

206. Every office or agent for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him

Indemnity clause.

in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court.

XXXI - ARBITRATION

Disputes and
Differences to
be referred to
Arbitration.

207. Whenever any difference or dispute arises between the Company on one hand and any of the members or their heirs, executors, administrators or assigns on the other hand or between the members inter se or their respective heirs, executors, administrators or assigns inter se touching the true intent or construction or the ingredients or consequences of these presents or of the statutes or touching anything then or thereafter done, executed omitted or suffered in pursuance of these presents, or the statute or touching any breach, or alleged breach of these presents, or any claim on account of any such breach or alleged breach, or otherwise relating to the premises, or to these presents or to any statutes affecting the Company, or to any of the affairs of the Company, every such difference or dispute shall be referred to the decision of a single arbitrator to be appointed by the parties to disputes or in difference or if they cannot agree upon a single arbitrator to the decision of two arbitrators of whom one shall be appointed by each of the parties to dispute or in difference. Such arbitration will be governed by the legislative provisions relating to arbitration in India for the time being in force.

We the several persons whose names and addresses are subscribed hereto are desirous of being formed into a Company in pursuance of these Articles of Association and we respectively agree to take the number of Shares in the Capital of the Company set opposite to our names.

Name, address, description and Occupation of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, Address and descriptions of Witnesses
CHELA JHAMATMAL BHAVNANI Merchant 59, Forbes St., Bombay.	330 Ord.	Sd/-	Sd/- K. V. RAMNATH 9, Forbes St., Bombay.
VICTOR TSEPELEFF Merchant Queen's Court, Churchgate Reclamation, Bombay.	330 Ord.	Sd/-	Sd/- T. ALMEIDA Celestino Villa, Kurla.
BIKHALAL AMTHALAL SHAH Merchant Keval Mahal, Marine Drive, Bombay.	330 Ord.	Sd/-	Sd/- S. KRISHNAN 60, Laxmi Bldg., Sir P. Mehta Road, Bombay.
Total	990 Ord.		

Dated,

Bhandary & Bhandary

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO. 1005 OF 2000

CONNECTED WITH

COMPANY APPLICATION NO. 21 OF 2000

Certified Copy Rs. 24-00

Additional Rs. 6-00

Total Rs. 30-00

In the matter of the Companies Act 1956;

and

In the matter of section 391 to 394 of the

Companies Act, 1956

and

In the matter of Bright Brothers Limited:

and

In the matter of Scheme of Amalgamation of

Brite Automotive and Plastics Limited with

Bright Brothers Limited.

BRIGHT BROTHERS LIMITED, a Company)

registered under the Indian Companies Act VII)

of 1913 and having its Registered Office at)

L. B. S. Marg, Kanjur Marg (W) Mumbai 400 078.)

..... PETITIONER

CORAM: SMT. K. K. DAAM J.

DATE: 29th November 2000.

Upon the Petition of Bright Brothers Limited, the Petitioner Company abovenamed presented to this Hon'ble Court on the 13th day of October, 2000 for sanction of the Arrangement embodied in the proposed Scheme of Amalgamation of Brite Automotive and Plastics Limited (hereinafter referred to as "BAPL" or "the Transferor Company") with Bright Brothers Limited (hereinafter referred to as "BBL" or "the Transferee Company" or "the Petitioner Company") and for other consequential reliefs as mentioned in the Petition AND the said petition being this day called on for hearing and final disposal AND UPON READING the said petition and the Affidavit of Mr. Tushar Naik, a Constituted Attorney of the Transferee Company dated 12th day of October, 2000 verifying the said petition AND UPON perusing the consent in writing given by all the cumulative Preference Share Holders and seven Secured Creditors annexed as exhibit "11-1" to "11-3" and "1-1" to "1-7" respectively, to the Petition AND UPON READING the affidavit of Mr. Tushar Naik dated 18th day of November, 2000

proving publication of the notice of the date of hearing of the petition in the issue of "The Free Press Journal" and "Navshakti" in English both dated 26th day of October, 2000 and in "Navshakti" in Marathi dated 4th day of November, 2000 and also proving service of notice of date of hearing of the Petition upon the Unsecured Creditors of the Transferee Company AND UPON READING the affidavit of Mr. Ankush Pandit, clerk in the office of, Messrs. Bhandary and Bhandary, Advocates and Solicitors for the Petitioner Company dated 30th day of October, 2000, proving service of notice of hearing of the petition upon the Regional Director, Department of Company Affairs, Maharashtra, Mumbai AND UPON READING the Affidavit of Mr. Tushar Naik dated 29th day of November, 2000 annexing therewith letter dated 29th day of November, 2000 conveying No Objection from The Bank of Nova Scotia received by the Petitioner Company AND UPON READING the Order dated 17th day of January 2000 passed by this Hon'ble Court in Company Application No. 21 of 2000 whereby the Transferee Company was ordered to convene a Meeting of its Equity Shareholders for the purpose of considering and if thought fit approving with or without modification, the Arrangement embodied in the said proposed Scheme of Amalgamation of the Transferor Company with the Transferee Company, annexed as Exhibit "C" to the Affidavit of Mr. Prakash P. Bhave, Company Secretary of the Petitioner Company dated 21st day of December 1999 in support of the said Company Application No. 21 of 2000 AND UPON READING the affidavit of Mr. Suresh T. Bhojwani dated the 11th day of February, 2000 proving the publication of the notice convening meeting of the Equity Shareholders of the Transferee Company in the issue of "The Free Press Journal" dated 28th day of January, 2000 and "Navshakti" dated 29th day of January, 2000 and also proving despatch of the Notice convening the said meeting to individual Equity Shareholders AND UPON READING the Report dated 25th day of February, 2000 of Mr. Suresh T. Bhojwani, Chairman of the Meeting of the Equity Shareholders as to the result of the said meeting AND UPON READING the affidavit of Mr. Suresh T. Bhojwani dated 29th day of February, 2000 verifying the said Report AND IT APPEARS from the said Report of the Chairman that the Scheme of Amalgamation of Transferor Company with the Transferee Company has been duly approved by all the Equity Shareholders representing 100% in number and value present at the said meeting AND UPON HEARING Mr. Sundar Bhandary of Messrs. Bhandary & Bhandary, Advocates for the Transferee Company and Mr. M. M. Goswani, Panel Counsel for the Regional Director, Department of Company Affairs, XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX



Maharashtra, Mumbai, who appeared in pursuance of the Notice dated 19th day of October, 2000 under Section 394-A of the Companies Act, 1956, and submits to the Order of the Court and no other person or persons entitled to appear at the hearing of the said Petition appearing this day either in support of the said Petition or to show cause against the same THIS COURT DOTH HEARBY SANCTION the arrangement embodied in the Scheme of Amalgamation of Brite Automotive and Plastics Limited, the Transferor Company with Bright Brothers Limited, the Transferee Company as set forth in Exhibit 'E' to the Petition and also in the Schedule hereto AND THIS COURT DOTH HEREBY DECLARE the same to be binding on all the Members and Creditors of the Transferee Company and also on the Transferor Company with effect from 1st day of April, 1999 (hereinafter referred to as 'the Appointed Date') AND THIS COURT DOTH ORDER that with effect from the Appointed Date all the assets, undertaking and entire business and all the properties, of the Transferor Company including without being limited to its resources, movable and immovable properties, assets including lease-hold Rights, Tenancy Rights, Industrial and other licenses, permits, MODVAT credit available under the Central Excise Act, 1944 and notification thereunder various exemptions/incentives granted under the different Schemes of State/Central Governments, Authorisations, Quota Rights, Trade Marks, Patents and other Industrial and Intellectual properties, Import Quotas, telephones, telexes, facsimile and equipment, rights and benefits and other communication facilities and equipment, rights and benefits of all agreements and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easement, advantage, benefits and approvals of the Transferor Company shall without any further act or deed be transferred to and vested in the Transferee Company pursuant to provisions of Section 394 (2) of the Companies Act, 1956, so as to become the property of the Transferee Company subject to all debts, liabilities, duties and obligations in terms of the said Scheme of Amalgamation AND THIS COURT DOTH FURTHER ORDER that with effect from the Appointed Date all the debts, liabilities, duties and obligations of the Transferor Company shall without any further act or deed be transferred to the Transferee Company pursuant to Section 394 (2) of the Companies Act, 1956, so as to become the debts, liabilities, duties and obligations of the Transferee Company as mentioned in the said Scheme of Amalgamation AND THIS COURT DOTH FURTHER ORDER that with effect from the Appointed Date all legal or other proceedings pending by or against the Transferor Company shall be continued and enforced by or against the Transferee Company AND THIS COURT DOTH FURTHER ORDER that upon the Scheme becoming finally effective, and in

consideration of the transfer of undertaking of the Transferor Company to the Transferee Company, the Transferee Company shall without any further application or deed, issue 1 (one) Equity Share of Rs. 10/- each credited as fully paid of the Transferee Company in exchange of 2 (two) Equity Shares of Rs.10/- each credited as fully paid up of the Transferor Company and no allotment of shares be made in respect of the shares held by Transferee Company in the Share Capital of the Transferor Company and the same shall stand cancelled AND THIS COURT DOTH FURTHER ORDER that the Petitioner Company do within 30 days after the date of the sealing of this Order, cause the certified copy of the Order to be delivered to and filed with the Registrar of Companies, Maharashtra at Mumbai for registration and on such certified copy of the order being so delivered, and upon receipt of the certified copy of Order sanctioning the Scheme of Amalgamation of the Transferor Company with the Transferee Company by the High Court at Indore upon the Petition filed by the Transferor Company and upon receipt of files and documents relating to Transferor Company from the Registrar of Companies, Madhya Pradesh, the Registrar of Companies, Maharashtra, Mumbai shall place all files, documents and records relating to the Transferor Company and registered with him on the file kept by him in relation to the Transferee Company and consolidate the documents of the Transferor Company and the Transferee company accordingly AND THIS COURT DOTH FURTHER ORDER that the parties to the arrangement embodied in the said Scheme of Amalgamation or such other person or persons interested therein shall be at liberty to apply to this Hon'ble Court for any directions that may be necessary for the purpose of carrying out the arrangement embodied in the Scheme of Amalgamation AND THIS COURT DOTH LASTLY ORDER that the Petitioner Company do pay a sum of Rs.1000/- (Rupees One thousand only) to the Regional Director, Department of Company Affairs, Maharashtra, Mumbai, towards the costs of the said petition WITNESS SHRI



~~SHRI BISHNUNATH PRASAD SINGH, Chief Executive, Bombay, of the said this 29th day of~~
~~May 1960.~~

BISHESHWAR PRASAD SINGH, Chief Justice at Bombay aforesaid
this 29th day of November, 2000.



BY THE COURT,

For Prothonotary & Senior Master

ANIL K. SHINDE
February 2001

Order sanctioning the Scheme of)
Amalgamation drawn on the)
Application of Messrs. Bhandary)
& Bhandary, advocates for the)
Petitioner, having their office)
at 43 Hanuman Building, 2nd Floor,)
308 Perin Nariman Street, Opp.)
Reserve Bank of India, Fort,)
Mumbai 400 001)

SCHEDULE

SCHEDULE
SCHEME OF ARRANGEMENT BETWEEN
BRITE AUTOMOTIVE AND PLASTICS LIMITED AND ITS MEMBERS
AND
BRIGHT BROTHERS LIMITED AND ITS MEMBERS
FOR AMALGAMATION OF
BRITE AUTOMOTIVE AND PLASTICS LIMITED
WITH
BRIGHT BROTHERS LIMITED



1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

1.1 "The Transferor Company" means Brite Automotive & Plastics Limited, a Company incorporated under the Companies Act, 1956, having its Registered Office at ~~Area Pithampur~~ 186, Pithampur Industrial ~~Area~~ Sector/1, Dist. Dhar, ~~Pithampur~~ Madhya Pradesh.

1.2 "The Transferee Company" means Bright Brothers Limited, a Company incorporated under the Indian Companies Act, 1913 having its Registered Office at L.B.S. Marg, Kanjurmarg (West), Mumbai- 400078.

1.3 "The Said Act" means the Companies Act, 1956.

1.4 "The Appointed Date" means 1st April 1999 or such other date as the High Courts at ~~Bombay~~ ^{Mumbai} ~~Indore~~ may direct or permit.

1.5 "The Effective Date" means the later of the dates on which certified copies of the Orders of the High Courts at ~~Bombay~~ ^{Mumbai} and/or Indore vesting the assets, properties, liabilities, rights, duties, obligations and the like of the Transferor Company in the Transferee company are filed with the Registrar of Companies, Maharashtra and/or Registrar of Companies Madhya Pradesh after obtaining all the required consents, approvals, permissions, resolutions, agreements, sanctions and orders.

1.6 "Undertaking " shall mean

(a) (i) All the assets and properties of the Transferor Company as on the Appointed Date.

(ii) Without prejudice to the generality of sub- clause (i) above, the Undertaking of the Transferor Company shall include all the Transferor Company's Reserves, Movable and Immovable Properties, Assets, including Lease-hold Rights, Tenancy Rights, Industrial and other Licenses, Permits, MODVAT Credit available under the Central Excise Act, 1944 and the notifications thereunder, various exemptions/incentives granted under the different Schemes of State/Central Governments, Authorisations, Quota Rights, Trade Marks, Patents and other Industrial and Intellectual properties, Import Quotas, Telephones, Telex, Facsimile and other Communication Facilities and Equipment, Rights and Benefits of all Agreements and all other Interests, Rights and Powers of every kind, nature and description whatsoever, Privileges, liberties, Easements, Advantages, Benefits and Approvals (hereinafter also referred to "the said Assets").

(b) All the debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date (hereinafter referred to as "the said Liabilities").

1.7 "The Members of BAPL" means the persons who are registered as the holders of the issued Equity Shares in the Capital of the Transferor Company, on such date as the Board of Directors of the Transferor Company may determine as the Record date.

1.8 "The Scheme" means this Scheme of Amalgamation in its present form or with any modification(s) approved or imposed or directed by the High Courts at ^{Mumbai} ~~Bombay~~ and/or Indore.

2. SHARE CAPITAL.

2.1 The Authorised Share Capital of the Transferor Company as at 31 March, 1999 is Rs. 9,00,00,000/- divided into 60,00,000 Equity Shares of Rs. 10/- each and 30,00,000 Redeemable Preference Shares of Rs. 10/- each. The Issued, Subscribed and Paid up Share Capital is Rs. 28,050,000/- divided into 28,05,000 Equity Shares of Rs. 10/- each.



The Authorised Share Capital of the Transferee Company as at 30th June, 1999 is Rs. 10,00,00,000/- divided into 70,00,000 Equity Shares of Rs. 10/- each, 20,00,000 Preference Shares of Rs. 10/- each and 10,00,000 unclassified shares of Rs. 10/- each. The Issued and Subscribed Share Capital as at 30th June, 1999 is Rs. 47,501,000/- divided into 3,750,100 Equity Shares of Rs. 10/- each and 10,00,000 13 1/2% Redeemable Cumulative Preference Shares of Rs. 10/- each. The Paid - up Share Capital is Rs. 4,74,56,000 and the calls in arrears are Rs. 45,000/-.

3. TRANSFER OF UNDERTAKING.

3.1 With effect from opening of business as on April 1st, 1999 (hereinafter called "the Appointed Date") the Undertaking of the Transferor Company shall, without any further act, instrument or deed, be and the same shall stand transferred to and vested in or deemed to have been transferred to or vested in the Transferee Company pursuant to the provisions of Section 394 and other applicable provisions of the Said Act.

3.2 With effect from the Effective Date, and subject to such corrections and adjustments as may, in the opinion of the Board of Directors of the Transferee Company be required, the Reserves of the Transferor Company will be merged with those of the Transferee Company in the same form as they appeared in the financial statements of the Transferor Company. In other words, the identity of the Reserves of the Transferor Company will be preserved at the hands of the Transferee Company.

The difference between the amount recorded as fresh share capital, issued by the Transferee Company on amalgamation and the amount of share capital of the Transferor Company will be reflected in the Revenue Reserve(s) of the Transferee Company.

Further, in case of any differences in accounting policies between the Transferor and Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the Revenue Reserve(s) mentioned earlier to ensure that the financial statements of the Transferee Company reflect the true financial position on the basis of consistent accounting policy.



- 3.3 With effect from the Appointed Date, all the said Liabilities shall, without any further act, instrument or deed, be and stand transferred, or deemed to be transferred to the Transferee Company, pursuant to the applicable provisions of the Said Act, so as to become on and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person, who is a party to any such debts, liabilities, duties and obligations, in order to give effect to the provisions of this sub-clause.

4. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

Subject to other provisions contained in this Scheme, all Contracts, Deeds, Bonds, Debentures, Arrangements, Agreements and other Instruments of whatever nature to which the Transferor Company is a party or to the benefits of which it may be entitled and subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of the Transferee Company, and may be enforced as fully and as effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary thereto.

The Transferee Company shall enter into and/or issue and/or execute Deeds, Writings or Confirmations or enter into Agreements or Novations, if necessary, to which, the Transferor Company may be added as a party in order to give formal effect to the provisions of this clause.

5. LEGAL PROCEEDINGS

All the Suits, Writ Petitions, Appeals, Revisions or other proceedings of whatever nature (hereinafter called "the Proceedings") by or against the Transferor Company pending, and/or arising on or before the Effective Date shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertaking of the Transferor Company or of anything contained in the Scheme, but such Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent, as it would or might have been continued, prosecuted and enforced by or against the Transferor Company. On and from the Effective Date, the Transferee Company shall be entitled to and may initiate any legal suits, action and proceedings for and on behalf of the Transferor Company.



6. OPERATIVE DATE OF THE SCHEME

The Scheme, although operative from the Appointed Date, shall become effective from the Effective Date.

7. TRANSFEROR COMPANY'S STAFF, WORKMEN AND EMPLOYEES

All the staff, workmen and other employees in the service of the Transferor Company, immediately before the Effective Date shall become the staff, workmen and employees of the Transferee Company on the basis that

7.1 Their service shall have been continuous and shall not have been interrupted by reason of the transfer of the Undertaking;

7.2 The terms and conditions of service applicable to the said staff, workmen or employees after such transfer and vesting shall not in any way be less favourable to them, than those applicable to them immediately before such transfer, and

7.3 As far as Provident Fund, Gratuity Fund, Superannuation Fund or any other Scheme or Fund created or existing for the benefit of the staff, workmen and other employees of the , Transferor Company, are concerned, upon this Scheme becoming finally effective, the Transferee Company, shall stand substituted for all purposes whatsoever related to the administration or operation of such Schemes or Funds or in relation to the obligation to make contributions there to, in accordance with provisions of such Scheme and/or Funds. It is the aim and intent that all the rights, duties, powers and obligations of the Transferor Company, in relation to such Scheme and/or Funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees employed in different units of the Transferor Company under such Scheme and/or Funds and Trusts shall be protected.

However, the services of the employees of the Transferor Company will also be treated as having been continuous for the purpose of the aforesaid Scheme and/or Funds.

8. CONDUCT OF BUSINESS BY TRANSFEROR COMPANY TILL EFFECTIVE DATE

With effect from the Appointed Date and upto the Effective Date, the Transferor Company:

8.1 shall carry on and be deemed to carry on all its business and activities and shall hold and stand possessed of its properties and assets for and on account of and in trust for the Transferee Company and all the Profits or Income accruing or arising during that period to the Transferor Company or Losses or Expenditure arising or incurred by it shall, for all purposes, be treated as and deemed to be the Profits/Income or Losses/Expenditure of the Transferee Company.

8.2 hereby undertakes to carry on its business and day to day activities with reasonable diligence and business prudence and shall not without the prior written consent of the Transferee Company alienate, charge, mortgage, encumber or otherwise deal with the said Undertaking or any part thereof except in the ordinary course of its business;

8.3 shall not vary the terms and conditions of the employment of its staff, workmen, and employees except in the ordinary course of business; and

8.4 shall not, without the prior written consent of the Transferee Company, undertake any new business.



8.5 shall not, without the consent of the Board of Directors of the Transferee Company, declare any dividends or issue or allot any rights or bonus shares.

9. ISSUE OF SHARES BY THE TRANSFEE COMPANY

9.1 Upon this Scheme becoming finally effective, in consideration of the transfer and vesting of the Undertaking of the Transferor Company in the Transferee Company in terms of this Scheme, the Transferee Company shall subject to the provisions of this Scheme and without any further application or deed, issue at par and allot 1 Equity Share of Rs. 10/- each credited as fully Paid up in the Capital of the Transferee Company to the Members of the Transferor Company, whose names are recorded in its Register of Members, on a date (Record Date) to be fixed by the Board of Directors of the Transferee Company for every 2 Equity Shares of the face value of Rs. 10/ each held by the said Members of the Transferor Company.

Provided however, that no such allotment shall be made in respect of any Equity Shares held by the Transferee Company in the Share Capital of the Transferor Company on the Record Date, which shall stand automatically cancelled.

The new Equity Shares of the Transferee Company allotted in terms of this Scheme shall, subject to applicable regulations, be listed and/or admitted to trading on the relevant stock exchanges where the Equity Shares of the Transferee Company are listed and/or admitted to trading.

The Equity Shares of the Transferee company to be issued and allotted to the Members of the Transferor company as provided in the Articles of Association thereof shall rank pari passu in all respects with the existing Equity Shares of the Transferee Company including the right to Dividend, if declared by the Transferee Company, for the same period, as the existing Members of the Transferee Company, i.e. effective 1st July, 1999.

9.2 For the purposes as aforesaid, the Transferee Company shall, if and to the extent required, apply for and obtain the requisite consents or approvals of the Reserve Bank of India and other Appropriate Authorities concerned, for the issue and allotment ~~by the Transferee Company~~ to the respective Non-Resident Members of the Transferor Company of the Equity Shares in the said reorganised Share Capital of the Transferee Company in the ratio aforesaid.

9.3 If necessary, the Transferee Company shall, before allotment of such Equity Shares, increase its Authorised Share Capital at least to the extent necessary for satisfying its obligations under this Scheme.

10. APPLICATIONS TO HIGH COURT

The Transferor Company and Transferee Company hereto shall, with all reasonable despatch, after the scheme is duly approved by the requisite statutory majority of their respective Members, make Applications/file Petitions under Sections 391 and 394 and other applicable provisions, if any of the said Act to the High Courts of Judicature at ^{Mumbai} ~~Bombay~~/Indore separately for sanctioning the Scheme and for the dissolution of the Transferor Company without winding up under the provisions of law.

11. MODIFICATIONS/AMENDMENTS TO THE SCHEME

11.1. The Transferor Company (by its Directors) and the Transferee Company (by its Directors) may assent to any modifications or amendments to this Scheme or agree to any terms and/or conditions, which the Court(s) and/or any other Authorities under

law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any questions or doubts or difficulties, that may arise for implementing and/or carrying out this Scheme and to execute all acts, deeds, matters and things as may be necessary, desirable or expedient for putting this Scheme into effect.



2. For the purpose of giving effect to this Scheme or to any modifications or amendments thereof, the Directors of the Transferee Company are hereby authorised to give all such directions and/or take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise, in connection therewith.

12. SCHEME CONDITIONAL ON APPROVALS/SANCTIONS

This Scheme is conditional upon and subject to:

12.1. the approval by the requisite majorities of the Members and consent of Secured Creditors of the Transferor Company, and of the Members, Preference Shareholders, Secured Creditors of the Transferee Company as may be directed by the High Courts at ~~Mumbai~~ ^{Mumbai} ~~Indore~~ on the Application made for directions under Section 391 of the Said Act for calling the meetings.

12.2. the requisite resolution(s) under the applicable provisions of the Said Act being passed by the Members of the Transferee Company for any of the matters provided for or relating to this Scheme including approval to the issue and allotment of Equity Shares in the Transferee Company to the Members of the Transferor Company.

12.3. the sanction of the High Court of Judicature at Indore, in favour of the Transferor company and the sanction of the High Court of Judicature at ~~Indore~~ ^{Mumbai} in favour of the Transferee Company and to the necessary Order or Orders under Section 394 of the said Act, being obtained.

12.4. the requisite approval of the Reserve Bank of India being obtained under the provisions of Management
The Foreign Exchange ~~Regulation~~ Act, 1999, for the issue of Shares in the Transferee Company to the Non-Resident Members of the Transferor Company

12.5. the approval to the issue and allotment of Equity Shares in the Transferee Company to the Members of the Transferor Company.

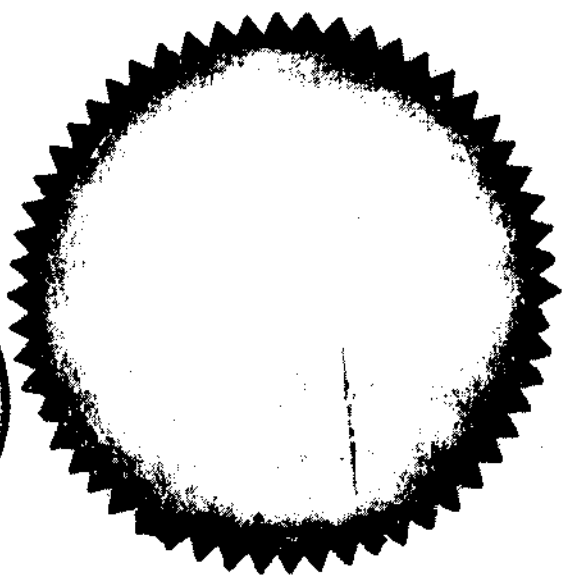
12.6. any other sanctions or approvals of the Appropriate Authorities concerned, as may be considered necessary and appropriate by the respective Boards of Directors of the Transferor Company and the Transferee Company, being obtained and granted in respect of any of the matters for which such sanctions or approvals are required.

13. EFFECT OF NON RECEIPT OF APPROVALS/SANCTIONS

In the event of any of the aforesaid sanctions and approvals not being obtained and/or the Scheme not being sanctioned by the High Court(s) at ~~Mumbai~~ ^{Mumbai} ~~Madras~~/Indore and/or the Order or Orders not being passed as aforesaid on or before 30-06-2000 or within such further period or periods, as may be agreed upon between the Transferor Company and the Transferee Company through their respective Boards of Directors, the Scheme shall become null and void and each party shall bear and pay its respective costs, charges and expenses for and/or in connection with the Scheme.

14. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges and expenses of the Transferor Company and the Transferee Company respectively in relation to or in connection with this Scheme and of carrying out and implementing/completing the terms and provisions thereof and/or incidental to the completion of amalgamation of the said Undertaking of the Transferor Company in pursuance of the Scheme shall be borne and paid solely by the Transferee Company.



CERTIFIED TO BE A TRUE COPY
This 15th day of March 1920

W. J. G. G. G.

for Prothonotary and Senior Master
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**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY PETITION NO. 1005 / 2000
CONNECTED WITH
COMPANY APPLICATION NO. 21 OF 2000**

In the matter of the Companies Act, 1956;

AND

In the matter of Sections 391 to 394 of the
Companies Act, 1956 ;

AND

In the matter of Bright Brothers Ltd.,

AND

In the matter of Scheme of Amalgamation
of Britc Automotive and Plastics Ltd.

with

Bright Brothers Ltd.

Bright Brothers Limited.....Petitioner

CERTIFIED COPY OF

**ORDER SANCTIONING THE
SCHEME OF AMALGAMATION**

Dated this 29th day of November, 2000

Filed this 5th day of February, 2001

Messrs. Bhandary & Bhandary
Advocates for the Petitioners,
43, Hanuman Building, 2nd Floor,
308, Perin Nariman Street,
Fort, Mumbai - 400 001.


Applied on.....12/3/2001
Engrossed on.....14.3.2001
Section Writer.....[Signature]
Folios.....16 pages
Examined by.....[Signature]
Compared with.....[Signature]
Ready on.....15.3.2001
Delivered on.....15.3.2001

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- Explanatory Statement under Section 393 of the Companies Act, 1956
- SCHEME OF AMALGAMATION
- FORM OF PROXY

CERTIFIED TRUE COPY

For BRIGHT BROTHERS LTD.


Tushar B. Naik
Company Secretary,

Bright Brothers Limited
REGISTERED OFFICE:
L. B. S. MARG, KANJURMARG (W),
MUMBAI 400 078.

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY APPLICATION NO. 21 OF 2000**

In the matter of the Companies Act, 1956 ;

AND

In the matter of the Sections 391 to 394 of the
Companies Act, 1956;

AND

In the matter of Bright Brothers Ltd.

AND

In the matter of the Scheme of Amalgamation of
Brite Automotive and Plastics Ltd. with Bright
Brothers Ltd.

Bright Brothers Limited, a Company incorporated
under Indian Companies Act, VII of 1913 and
having its Registered Office, at L.B.S. Marg,
Kanjurmarg (W), Mumbai 400 078.

.....Applicant

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS

To,

The Equity Shareholders of the Applicant ,
BRIGHT BROTHERS LTD.

TAKE NOTICE that by an order made on the 17th day of January, 2000, in the above Company Application, the Hon'ble High Court of Judicature at Bombay has directed that a meeting of the holders of Equity Shares in Bright Brothers Ltd. (hereinafter referred to as "the Transferee Company"), be convened and held at L.B.S. Marg, Kanjurmarg (W), Mumbai-400 078 on Monday, the 21st February, 2000 at 11.30 A.M. for the purpose of considering, and if thought fit, approving, with or without modifications, the Arrangement embodied in the Scheme of Amalgamation proposed to be entered into between Brite Automotive And Plastics Ltd. (hereinafter referred to as "the Transferor Company") and Bright Brothers Limited the Applicant Company.

TAKE FURTHER NOTICE that in pursuance of the said Order and as directed therein, a meeting of the holders of Equity Shares of the Applicant Company will be held at L.B.S Marg, Kanjurmarg (W), Mumbai 400 078 on Monday, 21st February, 2000 at 11.30 A.M. when you are requested to attend.

TAKE FURTHER NOTICE that you may attend the said meeting in person or by proxy provided that a Proxy in the prescribed form, duly signed by you is deposited at the Registered Office of the Company at L. B. S. Marg, Kanjurmarg (W), Mumbai-400 078 not later than 48 hours before the meeting.

The Hon'ble Court has appointed Shri Suresh T. Bhojwani and failing him Shri T. W. Bhojwani and failing him Shri K. P. Rao to be the Chairman of the said meeting.

A copy each of the Scheme of Amalgamation, Statement under Section 393 of the Companies Act, 1956 and Form of proxy are enclosed.

Mumbai,

Dated this 21st day of January, 2000

(MR. SURESH T. BHOJWANI)
CHAIRMAN APPOINTED FOR THE MEETING

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY APPLICATION NO. 21 OF 2000**

In the matter of the Companies Act, 1956

AND

In the matter of the Sections 391 to 394 of Companies
Act, 1956

AND

In the matter of Bright Brothers Ltd.

AND

In the matter of the Scheme of Amalgamation of
Brite Automotive and Plastics Ltd. with Bright
Brothers Ltd.

Bright Brothers Limited, a Company incorporated
under Indian Companies Act, VII of 1913 and
having its Registered Office, at L.B.S. Marg,
Kanjurmarg (W), Mumbai 400 078.

.....Applicant

EXPLANATORY STATEMENT UNDER SECTION 393 OF THE COMPANIES ACT, 1956

- (1) Pursuant to an order dated the 17th day of January, 2000 passed by the Hon'ble High Court of Judicature at Bombay in the Company Application referred to above, meetings of the Equity Shareholders of the Company be convened and held for the purpose of considering and, if thought fit, approving, with or without modification(s), the Scheme of Arrangement, embodied in the proposed Scheme of Amalgamation of Brite Automotive and Plastics Ltd. with Bright Brothers Ltd., the Applicant Company which is annexed to the Notice. A certified copy of the said Order will be available for inspection at the Registered Office of the Company at L.B.S., Marg, Kanjurmarg (W), Mumbai-400 078 between 11.00. A.M. to 1.00 P.M. on any working day from 10th February, 2000 to 19th February, 2000.
- (2) In this Statement, the Applicant, Bright Brothers Limited is hereinafter referred to as "the Transferee Company" and Brite Automotive and Plastics Limited is hereinafter referred to as "the Transferor Company"
 - (a) The Transferee Company was incorporated on 11th July, 1946 under the provisions of the Indian Companies Act, VII of 1913.
 - (b) The Registered Office of the Transferee Company is situated at L.B.S. Marg, Kanjurmarg (W), Mumbai- 400 078.
 - (c) The Authorised Share Capital of the Transferee Company as at 30th June, 1999 is Rs. 10,00,00,000/- comprising of 70,00,000 Equity Shares of Rs. 10/- each, 20,00,000 Preference Shares of Rs. 10/- each and 10,00,000 Unclassified Shares of Rs. 10/- each. The Issued and Subscribed Share Capital is Rs. 4,75,01,000/- comprising of 37,50,100 Equity Shares of Rs. 10/- each and 10,00,000 13½% Redeemable Cumulative Preference Shares of Rs. 10/- each. The Paid up Share Capital is Rs. 4,74,56,000/- and the calls in arrears are Rs. 45,000/-.
 - (d) The Transferee Company is engaged in the business of manufacturing, marketing, selling and distributing plastics, automotive plastics, resins and goods and articles made from the same. The object for which the transferee Company has been established are set out in its Memorandum of Association.

- (3) (a) The Transferor Company was incorporated on 10th May, 1985 under the provisions of the Companies Act, 1956.
 - (b) The Registered Office of the Transferor Company is situated at 186, Pithampur Industrial Area, Sector 1, Pithampur, Dist. Dhar, Madhya Pradesh.
 - (c) The Authorised Share Capital of the Transferor Company as at 31st March, 1999 is Rs. 9,00,00,000 comprising of 60,00,000 Equity Shares of Rs. 10/- each and 30,00,000 Redeemable Preference Shares of Rs. 10/- each. The Issued Subscribed and Paid up Share Capital is Rs. 2,80,50,000/- comprising of 28,05,000 Equity Shares of Rs.10/- each.
 - (d) The Transferor Company was incorporated for the purpose of, inter alia, manufacturing, marketing, selling and distributing plastics, automotive plastics, resins and goods and articles made from the same. The objects for which the Transferor Company has been established are set out in its Memorandum of Association.
4. The amalgamation of the Transferor Company with the Transferee Company will be effected by a Scheme of Amalgamation (hereinafter referred to as "the Scheme") under Section 391 and 394 of the Companies Act, 1956 (herein referred to as the "said Act")
 5. The main benefits of the Amalgamation of the Transferor Company with the Transferee Company will be as follows:
 - (a) The proposed Amalgamation will prove advantageous and beneficial to the Transferor and the Transferee Company and their respective shareholders.
 - (b) The proposed Amalgamation will over come the difficulties, arising due to existence of multiple, independent, corporate bodies carrying on identical/similar business and having close business links.
 - (c) It will make available the mutual benefits of financial resources, managerial, technical, distribution and marketing expertise of each other.
 - (d) The Amalgamation would provide synergistic linkages besides economies in costs by combining the total business functions and the related activities and operations and thus contribute to the overall profitability of the Amalgamated Company.
 - (e) The Amalgamated Company will have the benefits of the combined reserves, manufacturing and other assets, manpower and cash flow of both the Transferor and Transferee Companies. The combined resources of the Amalgamated Company will be conducive to enhance its capability to face competition in the market place more effectively.
 - (f) The Amalgamated Company will be able to source and absorb new technologies and spend on research and development, market surveys, product development etc. more comprehensively.
 With four operating units at its disposal, the Amalgamated Company will enjoy flexibility in operations. The managers will not be inhibited by capacity constraints and will have the freedom of choosing from various options. Economies in administrative and management cost will improve combined profitability.
 - (g) With the enhanced capabilities and resources at its disposal, the Amalgamated Company will have greater flexibility to market its products to meet customer needs and will be able to compete more effectively thus further strengthening its market position.
 - (h) A larger and growing Company will mean enhanced financial and growth prospects for the people and organisations connected with the Company which will be in the public interest.

- (i) The Amalgamation will enable the two companies to pool their financial, managerial and technical and other resources in order to meet the challenges in the new liberalised era. In particular, this will help in taking up modernisation, and expansion plans and the capital expenditure required thereof, and considerable synergy of operations will be achieved.
- (j) It will be conducive to better and more efficient and economical control and conduct of the business.

6. The Salient features of the Scheme are as follows:

- (a) With effect from opening of business as on April 1st, 1999 (hereinafter called "the Appointed Date") the Undertaking of the Transferor Company shall, without any further act, instrument or deed, be and the same shall stand transferred to and vested in or deemed to have been transferred to or vested in the Transferee Company pursuant to the provisions of Section 394 and other applicable provisions of the Said Act.
- (b) With effect from the Effective Date, and subject to such corrections and adjustments as may, in the opinion of the Board of Directors of the Transferee Company be required, the Reserves of the Transferor Company will be merged with those of the Transferee Company in the same form as they appeared in the financial statements of the Transferor Company. In other words, the identity of the Reserves of the Transferor Company will be preserved at the hands of the Transferee Company.

The difference between the amount recorded as fresh share capital, issued by the Transferee Company on Amalgamation and the amount of share capital of the Transferor Company will be reflected in the Revenue Reserve(s) of the Transferee Company.

Further, in case of any differences in accounting policies between the Transferor and Transferee Company, the impact of the same till the Amalgamation will be quantified and adjusted in the Revenue Reserve(s) mentioned earlier to ensure that the financial statements of the Transferee Company reflect the true financial position on the basis of consistent accounting policy.

- (c) With effect from the Appointed Date, all the said Liabilities shall, without any further act, instrument or deed, be and stand transferred, or deemed to be transferred to the Transferee Company, pursuant to the applicable provisions of the Said Act, so as to become on and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person, who is a party to any such debts, liabilities, duties and obligations, in order to give effect to the provisions of this sub-clause.
- (d) The Scheme, although operative from the Appointed Date, shall become effective from "The Effective Date" which means the later of the dates on which certified copies of the Orders of the High Courts at Bombay and/or Indore vesting the assets, properties, liabilities, rights, duties, obligations and the like of the Transferor Company in the Transferee Company are filed with the Registrar of Companies, Maharashtra and/or Registrar of Companies, Madhya Pradesh after obtaining all the required consents, approvals, permissions, resolutions, agreements, sanctions and orders.
- (e) All contracts, deeds, bonds, agreements and other instruments of whatsoever nature to which the Transferor Company is a party, subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of the Transferee Company.

- (f) All legal and other proceedings by or against the Transferor Company, if any, pending on the appointed Date and relating to the said Undertaking, its liabilities, obligations, duties and covenants shall be continued and enforced by or against the Transferee Company, as the case may be.
- (g) All the staff, workmen and other employees in the service of the Transferor Company, immediately before the Effective Date shall become the staff, workmen and employees of the Transferee Company on the basis that their service shall have been continuous and shall not have been interrupted by reason of the transfer of the Undertaking. The terms and conditions of service applicable to the said staff, workmen or employees after such transfer and vesting shall not in any way be less favourable to them, than those applicable to them immediately before such transfer.

As far as Provident Fund, Gratuity Fund, Superannuation Fund or any other Scheme or Fund created or existing for the benefit of the staff, workmen and other employees of the Transferor Company, are concerned, upon this Scheme becoming finally effective, the Transferee Company, shall stand substituted for all purposes whatsoever related to the administration or operation of such Schemes or Funds.

- (h) With effect from the Appointed Date and upto the Effective Date, the Transferor Company shall carry on and be deemed to carry on all its business and activities and shall hold and stand possessed of its properties and assets for and on account of and in trust for the Transferee Company and all the Profits or Income accruing or arising during that period to the Transferor Company or Losses or Expenditure arising or incurred by it shall, for all purposes, be treated as and deemed to be the Profits/Income or Losses/Expenditure of the Transferee Company as the case may be and shall carry on its business and day to day activities with reasonable diligence and business prudence and shall not without the prior written consent of the Transferee Company alienate, charge, mortgage, encumber or otherwise deal with the said Undertaking or any part thereof except (i) in the ordinary course of its business; (ii) as provided in the Scheme, shall not vary the terms and conditions of the employment of its staff, workmen and employees except in the ordinary course of business; and shall not, without the prior written consent of the Transferee Company, undertake any new business.
- (i) Upon this Scheme becoming finally effective, in consideration of the transfer and vesting of the Undertaking of the Transferor Company in the Transferee Company in terms of this Scheme, the Transferee Company shall subject to the provisions of this Scheme and without any further application or deed, issue at par and allot 1 Equity Share of Rs. 10/- each credited as fully Paid up in the Capital of the Transferee Company to the Members of the Transferor Company, whose names are recorded in its Register of Members, on a date (Record Date) to be fixed by the Board of Directors of the Transferee Company for every 2 Equity Shares of the face value of Rs. 10/- each held by the said Members of the Transferor Company. No such allotment shall be made in respect of any Equity Shares held by the Transferee Company in the Share Capital of the Transferor Company on the Record Date, which shall stand automatically cancelled.
- (j) The new Equity Shares of the Transferee Company allotted in terms of this Scheme shall, subject to applicable regulations, be listed and/or admitted to trading on the relevant stock exchanges where the Equity Shares of the Transferee Company are listed and/or admitted to trading.
- (k) The Equity Shares of the Transferee Company to be issued and allotted to the Members of the Transferor Company as provided in the Articles of Association thereof shall rank pari passu

in all respects with the existing Equity Shares of the Transferee Company including the right to Dividend, if declared by the Transferee Company, for the same period, as the existing Members of the Transferee Company, i.e. effective 1st July, 1999.

- (l) For the purposes as aforesaid, the Transferee Company shall, if and to the extent required, apply for and obtain the requisite consents or approvals of the Reserve Bank of India and other Appropriate Authorities concerned, for the issue and allotment of the Equity shares in the said reorganised Share Capital of the Transferee Company in the ratio aforesaid to the respective Non-Resident Members of the Transferor Company. .
- (m) If necessary, the Transferee Company shall, before allotment of such Equity Shares, increase its Authorised Share Capital at least to the extent necessary for satisfying its obligations under this Scheme.
- (n) The Transferor Company and Transferee Company hereto shall, with all reasonable despatch, after the scheme is duly approved by the requisite statutory majority of their respective Members, make Applications/file Petitions under Sections 391 and 394 and other applicable provisions, if any, of the said Act to the High Courts of Judicature at Bombay/Indore separately for sanctioning the Scheme and for the dissolution of the Transferor Company without winding up under the provisions of law.
- (o) The Transferor Company (by its Directors) and the Transferee Company (by its Directors) may assent to any modifications or amendments to this Scheme or agree to any terms and/or conditions, which the Court(s) and/or any other Authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any questions or doubts or difficulties, that may arise for implementing and/or carrying out this Scheme and to execute all acts, deeds, matters and things as may be necessary, desirable or expedient for putting this Scheme into effect.
- (p) For the purpose of giving effect to this Scheme or to any modifications or amendments thereof, the Directors of the Transferee Company are hereby authorised to give all such directions and/or take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise, in connection therewith.
- (q) The Scheme is conditional on and subject to :
 - I. the approval by the requisite majorities of the Members and Unsecured Creditors and consent of Secured Creditors of the Transferor Company, and of the Members, Preference Shareholders and Secured Creditors of the Transferee Company as may be directed by the High Courts at Bombay/Indore on the Application made for directions under Section 391 of the Said Act for calling the meetings.
 - II. the requisite resolution(s) under the applicable provisions of the Said Act being passed by the Members of the Transferee Company for any of the matters provided for or relating to this Scheme including approval to the issue and allotment of Equity Shares in the Transferee Company to the Members of the Transferor Company.
 - III. the sanction of the High Court of Judicature at Indore, in favour of the Transferor Company and the sanction of the High Court of Judicature at Bombay in favour of the Transferee Company and to the necessary Order or Orders under Section 394 of the said Act, being obtained.
 - IV. the requisite approval of the Reserve Bank of India being obtained under the provisions of The Foreign Exchange Management Act, 1999, for the issue of Shares in the Transferee Company to the Non-Resident Members of the Transferor Company.

- V. the approval to the issue and allotment of Equity Shares in the Transferee Company to the Members of the Transferor Company.
- VI. Any of the sanctions or approvals of the Appropriate Authorities concerned, as may be considered necessary and appropriate by the respective Boards of Directors of the Transferor Company and the Transferee Company, being obtained and granted in respect of any of the matters for which such sanctions or approvals are required.
- (r) In the event of any of the aforesaid sanctions and approvals not being obtained and/or the Scheme not being sanctioned by the High Court(s) at Bombay/Indore and/or the Order or Orders not being passed as aforesaid on or before 30th June, 2000 or within such further period or periods, as may be agreed upon between the Transferor Company and the Transferee Company through their respective Boards of Directors, the Scheme shall become null and void and each party shall bear and pay its respective costs, charges and expenses for and/or in connection with the Scheme.
- (s) The Transferor Company shall be dissolved without winding up, subject to an Order to be made by the High Court at Indore under Section 394 of the Companies Act, 1956.
7. No investigation proceedings have been instituted or are pending under Section 235 and 250A of the Companies Act, 1956 in respect of the Transferee Company and the Transferor Company.
8. (a) The Directors of the Transferee Company have no interest in the Scheme except as shareholders in general, the extent of which will appear from the Register of Directors' Shareholding maintained by the Transferee Company, which are as follows:

Directors of Transferee Company.

Name	No. of Shares held in Transferee Co.	No. of Shares held in Transferor Co.
Mr. T. W. Bhojwani	416600	15600
Mr. S. T. Bhojwani	382000	75500
Mrs. Hira T. Bhojwani	292700	22700
Mr. D. S. Mulla	500	Nil
Mr. K. P. Rao	1500	Nil
Dr. T. S. Sethurathnam	Nil	Nil
Mr. N. B. Kamble	Nil	Nil

- (b) Mr. T. W. Bhojwani, Chairman and Managing Director of the Transferee Company is also Chairman and Non-Executive Directors of the Transferor Company. Mr. S. T. Bhojwani, Managing Director of the Transferor Company is a Vice-Chairman and Non-Executive Director of the Transferee Company.
- Mr. T.W. Bhojwani and Mr. S.T. Bhojwani may, therefore, be deemed to be interested or concerned in the Scheme.

The scheme will have no effect on the interest of the other Directors except in their capacity as shareholders.

Dated this 21st day of January, 2000

(MR. SURESH T. BHOJWANI)
CHAIRMAN APPOINTED FOR THE MEETING

ANNEXURE : Scheme of Amalgamation

The following documents will be open for inspection at the Registered Office of the Transferee Company between 11.00 A.M. to 1.00 P.M. on any working day of the Applicant Company from 10th February, 2000 to 19th February, 2000.

- (1) The Memorandum and Articles of Association of Bright Brothers Ltd.
- (2) The Memorandum and Articles of Association of Brite Automotive and Plastics Ltd.
- (3) The Balance Sheet and Profit and Loss Account of Bright Brothers Ltd. for the period ended 30th June, 1999.
- (4) The Balance Sheet and Profit and Loss Account of Brite Automotive and Plastics Ltd. for the period ended 31st March, 1999.
- (5) Certified copy of Order dated the 17th day of January, 2000 passed by the High Court of Judicature at Bombay.
- (6) The Valuation Report dated 22nd October, 1999 by M/s. M. L. Bhuwania & Co., CHARTERED ACCOUNTANTS, Mumbai.

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY APPLICATION NO. 21 OF 2000

In the matter of the Companies Act, 1956;

AND

In the matter of the Sections 391 to 394 of
the Companies Act, 1956;

AND

In the matter of Bright Brothers Ltd.

AND

In the matter of the Scheme of
Amalgamation of Brite Automotive and
Plastics Ltd. with Bright Brothers Ltd.

Bright Brothers Limited, a Company incorporated
under Indian Companies Act, VII of 1913 and having
its Registered Office, at L.B.S. Marg,
Kanjurmarg (W), Mumbai 400 078.

FORM OF PROXY

.....Applicant

I/We
the undersigned, being an Equity Shareholder of Bright Brothers Limited, the applicant Company
hereby appoint of
..... and failing
him

of
as my/our proxy, to act for me/us at the meeting of Equity Shareholders of the above Applicant
Company to be held at the Registered address of the Applicant Company at L. B. S. Marg,
Kanjurmarg (W), Mumbai 400 078 on Monday, the 21st day of February, 2000 at 11.30 A.M. for
the purpose of considering, and if thought fit, approving with or without modifications, an
Arrangement embodied in the proposed Scheme of Amalgamation of Brite Automotive and
Plastics Limited and Bright Brothers Limited the Applicant Company abovenamed and at such
meeting and any adjournment thereof, to vote, for me/us and in my/our
name(s).....(here, 'if for', insert 'for', 'if against', insert 'against', and in
the latter case, strike out the words below after Scheme of Arrangement) embodied the said
Scheme of Amalgamation either with or without modifications as my proxy may approve.
(Strike out what is not necessary)

Dated this day of 2000

Signature:

Address:

Folio No. :

Note: (1) Proxy to be deposited at the Registered Office of the Applicant Company, at L. B. S.
Marg, Kanjurmarg (W), Mumbai-400 078 not later than FORTY-EIGHT hours before
the meeting

(2) In case of multiple proxies, proxy later in time shall be accepted.

(3) All alterations made in the form of Proxy should be initialled.

REVENUE
STAMP
OF 30 PAISE
TO BE
AFFIXED

SIGNATURE

ATTENDANCE SLIP

Folio No.

I, Mr./Mrs./Miss certify that I am a registered shareholder of
the company. I hereby record my presence at the meeting of the company, convened under the
order dated 17-1-2000 of the High Court of Judicature at Bombay held at the registered office at
L.B.S. Marg, Kanjurmarg (W), Mumbai-400 078 on Monday, the 21st February 2000 at 11.30 a.m.

Proxy's name in Block letters

Member's/Proxy's Signature

**SCHEME OF ARRANGEMENT
BETWEEN
BRITE AUTOMOTIVE AND PLASTICS LIMITED AND ITS MEMBERS
AND
BRIGHT BROTHERS LIMITED AND ITS MEMBERS
FOR AMALGAMATION OF
BRITE AUTOMOTIVE AND PLASTICS LIMITED
WITH
BRIGHT BROTHERS LIMITED**

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- 1.1 "The Transferor Company" means Brite Automotive and Plastics Limited, a Company incorporated under the Companies Act, 1956, having its Registered Office at 186, Pithampur Industrial Area, Sector 1, Pithampur, Dist. Dhar, Madhya Pradesh.
- 1.2 "The Transferee Company" means Bright Brothers Limited, a Company incorporated under the Indian Companies Act, 1913 having its Registered Office at L.B.S. Marg, Kanjurmarg (West), Mumbai-400 078.
- 1.3 "The Said Act" means the Companies Act, 1956.
- 1.4 "The Appointed Date" means 1st April, 1999 or such other date as the High Courts at Mumbai/Indore may direct or permit.
- 1.5 "The Effective Date" means the later of the dates on which certified copies of the Orders of the High Courts at Mumbai and/or Indore vesting the assets, properties, liabilities, rights, duties, obligations and the like of the Transferor Company in the Transferee company are filed with the Registrar of Companies, Maharashtra and/or Registrar of Companies Madhya Pradesh after obtaining all the required consents, approvals, permissions, resolutions, agreements, sanctions and orders.

1.6 "Undertaking" shall mean

- (a) (I) All the assets and properties of the Transferor Company as on the Appointed Date.
 - (II) Without prejudice to the generality of sub-clause(I) above, the Undertaking of the Transferor Company shall include all the Transferor Company's Reserves, Movable and Immovable Properties, Assets, including Lease-hold Rights, Tenancy Rights, Industrial and other Licenses, Permits, Modvat Credit available under the Central Excise Act, 1944 and the notifications thereunder, various exemptions/incentives granted under the different Schemes of State/Central Governments, Authorisations, Quota Rights, Trade Marks, Patents and other Industrial and Intellectual properties, Import Quotas, Telephones, Telex, Facsimile and other Communication Facilities and Equipments, Rights and Benefits of all Agreements and all other Interests, Rights and Powers of every kind, nature and description whatsoever, Privileges, Liberties, Easements, Advantages, Benefits and Approvals (hereinafter also referred to "the said Assets").
 - (b) All the debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date (hereinafter referred to as "the said Liabilities").
- 1.7 "The Members of BAPL" means the persons who are registered as the holders of the issued Equity Shares in the Capital of the Transferor Company, on such date as the Board of Directors of the Transferor Company may determine as the Record date.**
- 1.8 "The Scheme" means this Scheme of Amalgamation in its present form or with any modification(s) approved or imposed or directed by the High Courts at Mumbai and/or Indore.**

2. SHARE CAPITAL

- 2.1 The Authorised Share Capital of the Transferor Company as at 31 March, 1999 is Rs. 9,00,00,000/- divided into 60,00,000 Equity Shares of Rs. 10/- each and 30,00,000 Redeemable Preference Shares of Rs. 10/- each. The Issued, Subscribed and Paid up Share Capital is Rs. 2,80,50,000/- divided into 28,05,000 Equity Shares of Rs. 10/- each.**
- 2.2 The Authorised Share Capital of the Transferee Company as at 30th June, 1999 is Rs. 10,00,00,000/- divided into 70,00,000 Equity Shares of Rs. 10/- each, 20,00,000 Preference Shares of Rs. 10/- each and 10,00,000 unclassified shares of Rs. 10/- each. The Issued and Subscribed Share Capital as at 30th June, 1999 is Rs. 4,75,01,000/- divided into 37,50,100 Equity Shares of Rs. 10/- each and 10,00,000 13½% Redeemable Cumulative Preference Shares of Rs. 10/- each. The Paid-up Share Capital is Rs. 4,74,56,000 and the calls in arrears are Rs. 45,000/-.**

3. TRANSFER OF UNDERTAKING

- 3.1 With effect from opening of business as on April 1st, 1999 (hereinafter called "the Appointed Date") the Undertaking of the Transferor Company shall, without any further act,**

instrument or deed, be and the same shall stand transferred to and vested in or deemed to have been transferred to or vested in the Transferee Company pursuant to the provisions of Section 394 and other applicable provisions of the Said Act.

- 3.2 With effect from the Effective Date, and subject to such corrections and adjustments as may, in the opinion of the Board of Directors of the Transferee Company be required, the Reserves of the Transferor Company will be merged with those of the Transferee Company in the same form as they appeared in the financial statements of the Transferor Company. In other words, the identity of the Reserves of the Transferor Company will be preserved at the hands of the Transferee Company.

The difference between the amount recorded as fresh share capital, issued by the Transferee Company on amalgamation and the amount of share capital of the Transferor Company will be reflected in the Revenue Reserve(s) of the Transferee Company.

Further, in case of any differences in accounting policies between the Transferor and Transferee Company, the impact of the same till the amalgamation will be quantified and adjusted in the Revenue Reserve(s) mentioned earlier to ensure that the financial statements of the Transferee Company reflect the true financial position on the basis of consistent accounting policy.

- 3.3 With effect from the Appointed Date, all the said Liabilities shall, without any further act, instrument or deed, be and stand transferred, or deemed to be transferred to the Transferee Company, pursuant to the applicable provisions of the Said Act, so as to become on and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person, who is a party to any such debts, liabilities, duties and obligations, in order to give effect to the provisions of this sub-clause.

4. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

Subject to other provisions contained in this Scheme, all Contracts, Deeds, Bonds, Debentures, Arrangements, Agreements and other Instruments of whatever nature to which the Transferor Company is a party or to the benefits of which it may be entitled and subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of the Transferee Company, and may be enforced as fully and as effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary thereto.

The Transferee Company shall enter into and/or issue and/or execute Deeds, Writings or Confirmations or enter into Agreements or Novations, if necessary, to which, the Transferor Company may be added as a party in order to give formal effect to the provisions of this clause.

5. LEGAL PROCEEDINGS

All the Suits, Writ Petitions, Appeals, Revisions or other proceedings of whatever nature (hereinafter called "the Proceedings") by or against the Transferor Company pending, and/or arising on or before the Effective Date shall not abate, be discontinued or be in any way

prejudicially affected by reason of the transfer of the Undertaking of the Transferor Company or of anything contained in the Scheme, but such Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent, as it would or might have been continued, prosecuted and enforced by or against the Transferor Company. On and from the Effective Date, the Transferee Company shall be entitled to and may initiate any legal suits, action and proceedings for and on behalf of the Transferor Company.

6. OPERATIVE DATE OF THE SCHEME

The Scheme, although operative from the Appointed Date, shall become effective from the Effective Date.

7. TRANSFEROR COMPANY'S STAFF, WORKMEN AND EMPLOYEES

All the staff, workmen and other employees in the service of the Transferor Company, immediately before the Effective Date shall become the staff, workmen and employees of the Transferee Company on the basis that —

- 7.1 Their service shall have been continuous and shall not have been interrupted by reason of the transfer of the Undertaking;
- 7.2 The terms and conditions of service applicable to the said staff, workmen or employees after such transfer and vesting shall not in any way be less favourable to them, than those applicable to them immediately before such transfer, and
- 7.3 As far as Provident Fund, Gratuity Fund, Superannuation Fund or any other Scheme or Fund created or existing for the benefit of the staff, workmen and other employees of the Transferor Company are concerned, upon this Scheme becoming finally effective, the Transferee Company, shall stand substituted for all purposes whatsoever related to the administration or operation of such Schemes or Funds or in relation to the obligation to make contributions there to, in accordance with provisions of such Scheme and/or Funds. It is the aim and intent that all the rights, duties, powers and obligations of the Transferor Company, in relation to such Scheme and/or Funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees employed in different units of the Transferor Company under such Scheme and/or Funds and Trusts shall be protected. However, the services of the employees of the Transferor Company will also be treated as having been continuous for the purpose of the aforesaid Scheme and/or Funds.

8. CONDUCT OF BUSINESS BY TRANSFEROR COMPANY TILL EFFECTIVE DATE

With effect from the Appointed Date and upto the Effective Date, the Transferor Company:

- 8.1 shall carry on and be deemed to carry on all its business and activities and shall hold and stand possessed of its properties and assets for and on account of and in trust for the Transferee Company and all the Profits or Income accruing or arising during that period to the Transferor Company or Losses or Expenditure arising or incurred by it shall, for all purposes, be treated as and deemed to be the Profits/Income or Losses/Expenditure of the Transferee Company.

- 8.2 hereby undertakes to carry on its business and day to day activities with reasonable diligence and business prudence and shall not without the prior written consent of the Transferee Company alienate, charge, mortgage, encumber or otherwise deal with the said Undertaking or any part thereof except in the ordinary course of its business;
- 8.3 shall not vary the terms and conditions of the employment of its staff, workmen, and employees except in the ordinary course of business; and
- 8.4 shall not, without the prior written consent of the Transferee Company, undertake any new business.
- 8.5 shall not, without the consent of the Board of Directors of the Transferee Company, declare any dividends or issue or allot any rights or bonus shares.

9. ISSUE OF SHARES BY THE TRANSFEE COMPANY

- 9.1 Upon this Scheme becoming finally effective, in consideration of the transfer and vesting of the Undertaking of the Transferor Company in the Transferee Company in terms of this Scheme, the Transferee Company shall subject to the provisions of this Scheme and without any further application or deed, issue at par and allot 1 Equity Share of Rs. 10/- each credited as fully Paid up in the Capital of the Transferee Company to the Members of the Transferor Company, whose names are recorded in its Register of Members, on a date (Record Date) to be fixed by the Board of Directors of the Transferee Company for every 2 Equity Shares of the face value of Rs. 10/- each held by the said Members of the Transferor Company.

Provided however, that no such allotment shall be made in respect of any Equity Shares held by the Transferee Company in the Share Capital of the Transferor Company on the Record Date, which shall stand automatically cancelled.

The new Equity Shares of the Transferee Company allotted in terms of this Scheme shall, subject to applicable regulations, be listed and/or admitted to trading on the relevant stock exchanges where the Equity Shares of the Transferee Company are listed and/or admitted to trading.

The Equity Shares of the Transferee Company to be issued and allotted to the Members of the Transferor company as provided in the Articles of Association thereof shall rank *pari passu* in all respects with the existing Equity Shares of the Transferee Company including the right to Dividend, if declared by the Transferee Company, for the same period, as the existing Members of the Transferee Company, i.e. effective 1st, July, 1999.

- 9.2 For the purposes as aforesaid, the Transferee Company shall, if and to the extent required, apply for and obtain the requisite consents or approvals of the Reserve Bank of India and other Appropriate Authorities concerned, for the issue and allotment to the respective Non-Resident Members of the Transferor Company of the Equity Shares in the said reorganised Share Capital of the Transferee Company in the ratio aforesaid.

- 9.3 If necessary, the Transferee Company shall, before allotment of such Equity Shares, increase its Authorised Share Capital at least to the extent necessary for satisfying its obligations under this Scheme.

10. APPLICATIONS TO HIGH COURT

The Transferor Company and Transferee Company hereto shall, with all reasonable despatch, after the scheme is duly approved by the requisite statutory majority of their respective Members, make Applications/file Petitions under Sections 391 and 394 and other applicable provisions, if any of the said Act to the High Courts of Judicature at Mumbai/Indore separately for sanctioning the Scheme and for the dissolution of the Transferor Company without winding up under the provisions of law.

11. MODIFICATIONS/AMENDMENTS TO THE SCHEME

- 11.1 The Transferor Company (by its Directors) and the Transferee Company (by its Directors) may assent to any modifications or amendments to this Scheme or agree to any terms and/or conditions, which the Court(s) and/or any other Authorities under law may deem fit to direct or impose or which may otherwise be considered necessary or desirable for settling any questions or doubts or difficulties, that may arise for implementing and/or carrying out this Scheme and to execute all acts, deeds, matters and things as may be necessary, desirable or expedient for putting this Scheme into effect.
- 11.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof, the Directors of the Transferee Company are hereby authorised to give all such directions and/or take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise, in connection therewith.

12. SCHEME CONDITIONAL ON APPROVALS/SANCTIONS

This Scheme is conditional upon and subject to:

- 12.1 the approval by the requisite majorities of the Members and consent of Secured Creditors of the Transferor Company, and of the Members, Preference Shareholders, Secured Creditors of the Transferee Company as may be directed by the High Courts at Mumbai/Indore on the Application made for directions under Section 391 of the Said Act for calling the meetings.
- 12.2 the requisite resolution(s) under the applicable provisions of the said Act being passed by the Members of the Transferee Company for any of the matters provided for or relating to this Scheme including approval to the issue and allotment of Equity Shares in the Transferee Company to the Members of the Transferor Company.
- 12.3 the sanction of the High Court of Judicature at Indore, in favour of the Transferor company and the sanction of the High Court of Judicature at Mumbai in favour of the Transferee Company and to the necessary Order or Orders under Section 394 of the said Act, being obtained.

- 12.4 the requisite approval of the Reserve Bank of India being obtained under the provisions of The Foreign Exchange Management Act, 1999 for the issue of Shares in the Transferee Company to the Non-Resident Members of the Transferor Company.
- 12.5 the approval to the issue and allotment of Equity Shares in the Transferee Company to the Members of the Transferor Company.
- 12.6 any other sanctions or approvals of the Appropriate Authorities concerned, as may be considered necessary and appropriate by the respective Boards of Directors of the Transferor Company and the Transferee Company, being obtained and granted in respect of any of the matters for which such sanctions or approvals are required.

13. EFFECT OF NON RECEIPT OF APPROVALS/SANCTIONS

In the event of any of the aforesaid sanctions and approvals not being obtained and/or the Scheme not being sanctioned by the High Court(s) at Mumbai/Indore and/or the Order or Orders not being passed as aforesaid on or before 30th June, 2000 or within such further period or periods, as may be agreed upon between the Transferor Company and the Transferee Company through their respective Boards of Directors, the Scheme shall become null and void and each party shall bear and pay its respective costs, charges and expenses for and/or in connection with the Scheme.

14. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges and expenses of the Transferor Company and the Transferee Company respectively in relation to or in connection with this Scheme and of carrying out and implementing/completing the terms and provisions thereof and/or incidental to the completion of amalgamation of the said Undertaking of the Transferor Company in pursuance of the Scheme shall be borne and paid solely by the Transferee Company.

(BOOK-POST)

(UNDER CERTIFICATE OF POSTING)

IF NOT DELIVERED, PLEASE RETURN TO:

BRIGHT BROTHERS LIMITED

REGISTERED OFFICE:

L. B. S. MARG, KANJURMARG (W),

MUMBAI 400 078