

DRAFT

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

(Incorporated under the Companies Act, 1956)

ARTICLES OF ASSOCIATION

OF

MUNOTH FINANCIAL SERVICES LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the annual general meeting of the Company held on _____, 2016 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

CONSTITUTION OF THE COMPANY

1. The regulations contained in Table 'F' of Schedule I to the Companies Act 2013 shall, apply to this Company except and insofar as they are altered, varied or deleted in these Articles which shall be the regulations for the management of the Company.

INTERPRETATION

2. In these presents the following words and expressions shall have the meanings as explained hereunder unless excluded by subject or context.
 - a) .“Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and any previous Company Law, so far as may be applicable.
 - b) 'The Company' when used with reference to the Company shall mean MUNOTH FINANCIAL SERVICES LIMITED.
 - c) “Articles” means these Articles of Association of the Company or as altered from time to time
 - d) "Associate Company", in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.
Explanation.—For the purposes of this clause, "significant influence" means control of at least twenty per cent of total share capital, or of business decisions under an agreement
 - e) 'The Seal' shall mean the Common Seal of the Company approved by the Board of Directors from time to time
 - f) “Board of Directors” or “Board”, means the collective body of the directors of the Company and shall include a Committee thereof
 - g) “Director” means a member of the Board appointed in accordance with these Articles, including any additional and/or alternate director
 - h) 'Member' shall mean members, of the Company holding share or shares of any class
 - i) Document” includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.

- j) “General Meeting” means a general meeting of the Shareholders of the Company, whether an annual general meeting or an extraordinary general meeting
- k) 'Beneficial Owner' shall mean beneficial owner as defined in Clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.
- l) 'Depository' shall mean a Depository as defined under Clause (c) of Sub Section (1) of Section 2 of the Depositories Act, 1996.
- m) 'Depositories Act, 1996' shall include any statutory modification or re-enactment thereof for the time being in force.
- n) 'Securities and Exchange Board of India (SEBI)' means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992
- o) “Key Managerial Personnel” means the Chief Executive officer or the managing director or the manager; the company secretary; whole-time director; Chief Financial Officer; and such other officer as may be notified from time to time in the Rules
- p) “Ordinary & Special Resolution” shall have the meanings assigned to these terms by Section 114 of the Act
- q) “Independent Director” shall have the meaning ascribed to it in the Act
- r) “Rules” means the applicable rules for the time being in force as prescribed under
- s) “Promoter” means a person—
 - (a) who has been named as such in a prospectus or is identified by the company in the annual return referred to in Section 92; or
 - (b) who has control over the affairs of the Company, directly or indirectly whether as a shareholder, director or otherwise; or
 - (c) in accordance with whose advice, directions or instructions the Board of Directors of the Company is accustomed to act:
 Provided that nothing in sub-clause (c) shall apply to a person who is acting merely in a professional capacity;

Reference in these articles to any provision of the Act shall, where the context so admits, be construed as a reference by any statute for the time being in force.

'In writing' or 'Written' includes prints, lithography, written and any other usual substitutes for writing.

Words importing the singular shall include the plural and the words importing the plural shall include the singular.

Words importing the masculine gender include the feminine gender and vice versa.

'Meanings' Words and expressions used and not defined in this Act, but defined in the Depositories Act, 1996 shall have the same meanings respectively assigned to them in that Act.

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or Rules, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

CAPITAL

3. Subject to the provisions of the Act and these Articles, the shares shall be under the control of the Directors who may issue, allot or otherwise dispose of the same to such persons on such proportionate and on such terms and conditions and at such times, as the Directors may think fit.
4. The Directors may allot and issue shares as consideration for any property sold or transferred, goods or machinery supplied or for services rendered to the Company in or about the formation or promotion of the Company and/or to the conduct of its business and any shares so allotted shall be deemed to be fully paid shares.
5. Shares may be registered in the name of any person, joint holders or any limited Company and not more than three persons shall be registered as joint holders of any shares.
6.
 - (i) Save as permitted by Section 67 of the Act the funds of the Company shall not be employed in the purchase of or lent on the security of shares of the Company and Company shall not give directly or indirectly, any financial assistance whether by way of loan, guarantee, the provision of security or otherwise, for the purpose of or in connection with purchase of or subscription for shares in the Company of which it may, for the time being, be a subsidiary.
 - (ii) This Article shall not be deemed to affect the power of the Company to enforce repayment of loans of members or to exercise a lien conferred by these Articles.
7. The Board of Directors may at any time increase the subscribed capital of the Company by issue of any new shares out of the unissued part of the authorised capital of the Company subject to any direction to the contrary that may be given by the Company in general meeting and such shares may be issued to any person or persons as the Board may determine from time to time.

7A. Company to recognise interest in securities other than that of Registered holder, under Depositories Act, 1996.

Either the Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with a depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto, shall be governed by the provisions of the Depositories Act, 1996, as amended from time to time or any statutory modification thereto or reenactment thereof.

Power to Company to dematerialise and rematerialise:

The Company shall be entitled to dematerialise its existing shares, debentures and other securities, rematerialise its shares, debentures and other securities held in the Depositories and / or offer fresh

shares & debentures and other securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

Option for Investors:

Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with the Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, 1996, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of Securities.

Securities in Depositories and Beneficial owner:

All Securities held by a depository shall be dematerialised and be in fungible form.

Intimation to Depository:

Where securities are dealt with a depository, the Company shall intimate the details of allotment of securities to depository immediately on allotment of such securities.

Rights of Depositories and Beneficial Owners:

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

SHARE CERTIFICATE

8. Every Shareholder shall be entitled to certificates for the shares held by him in the Company. If any share certificate is worn out or defaced or destroyed or lost or if there is no further space on the back thereof for the endorsement of transfer it shall be lawful for the Company to issue new share certificate in lieu thereof and in cancellation of the original certificates on such terms to indemnify the Company as Directors may deem fit and on payment of a fee not exceeding Rs.20/- if so required by Board. PROVIDED, however, that such new share certificates shall not be given except upon delivery of the defaced or used certificate for the purpose of cancellation or upon full proof and complete satisfaction in respect of the destruction or loss and upon payment of such out-of-pocket expenses as the Company may incur in respect of the advertisement and indemnifying itself as aforesaid. Any renewed certificate shall be marked as such.

9. "Share/Debenture Certificates shall be issued in marketable lots and where shares/debenture certificates are issued for either more or less than marketable lots, sub-division/consolidation into marketable lots shall be done free of charge".

CALLS

10. Calls on shares of the same class shall be made on uniform basis. Where any calls for further share capital are made on shares such calls shall be made on uniform basis on all shares falling under the same class. For this purpose shares of the same nominal value on which different amount have been paid up shall be deemed to fall under the same class.
11. Please note that the length of each call shall be for a minimum period of 'thirty days'.
12. i) If the sum payable in respect of any call or instalments due had not been paid on or before the day appointed for payment thereof, the holder for the time being, in respect of the shares for which the call has been made or the instalment is due, shall pay interest for the same at the rate of 10 percent per annum (or such lower rate as the Board may determine) from the date appointed for the payment thereof to the time of actual payment.
- ii) The Board shall be at liberty to waive the payment of any such interest either wholly or in part.

CALLS PAID IN ADVANCE

13. "Amount paid in advance of calls may entail a right for interest but will not confer a right to dividend or to participate in the profits of the Company".

INCREASE AND REDUCTION OF CAPITAL

14. Subject to the provisions of the Act, the Company in General Meeting may, from time to time, increase the capital by creation of new shares of such amount as may be deemed expedient.
15. Subject to the provisions of these articles, the company may time to time by special resolution reduce or increase its share capital for the time being and to divide, classify or reclassify the shares in the capital for the time being into several classes with rights, privileges or conditions as may for the time being be permitted by these Articles or the legislative provisions for the time being in force in that behalf, increase or reduce the Capital Redemption reserve account and share premium account in any manner and subject to any incident, authority and consent required by law.

The Company may issue preference shares, which shall, or at the option of the company shall be liable to be redeemed."

LIEN CLAUSE

16. The Company shall have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (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 from time to time declared and bonuses declared from time to time 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.

17. The shares of any member who is indebted to the Company may be sold by a resolution of the Directors to satisfy the Company's lien thereon, and be transferred to the name of the purchaser, without the consent and notwithstanding any opposition on the part of the indebted member and a complete title to the share of any such member which shall be sold and transferred against such indebted member and all persons claiming under him, whether he may be indebted to the Company in point of fact or not, and thereupon the purchaser, shall be deemed to be the holder of such shares, discharged from all calls due prior to such purchase and shall be acquired by the purchaser by virtue of such sale and transfer and he shall not be bound to see the application of the purchase money nor his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
18. No sale, however shall be made under Article 16, unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after notice, in writing, stating and demanding payment of such of part amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled, by reason of his death or insolvency, to the share.
19. The net proceeds of any such sale shall be applied in or towards satisfaction of such debts, liabilities, engagements in respect of which the lien exists and the residue, if any, be paid (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) to such member or his representative or to the person entitled to the shares at the time of the sale.

UNCLAIMED DIVIDEND

20. "No unclaimed dividends shall be forfeited by the Board and the Company shall comply with the provisions of Section 124 of the Companies Act in respect of such dividends."

FORFEITURE OF SHARES

21. If any member fails to pay any call or instalment of a call on the date 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 the payment of so much of the call or instalments as is unpaid together with any interest which may have accrued. The notice shall 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 state that in the event of non-payment on or before the date so named, the shares in respect of which the call was made will be liable to be forfeited. On non-compliance with the requirements of such notice, the said shares shall be forfeited by a resolution of the Board to the effect. A forfeited share may be sold or otherwise disposed of on such terms and in such manner, as the Board may think fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms, as it may think fit.

SET OFF OF MONEY DUE TO SHAREHOLDERS

22. Any money due from the Company to a shareholder may without the consent of the shareholder be applied by the Company in or towards the payment of any money due from him either alone or jointly with any other person to the Company in respect of calls or otherwise.

TRANSFER AND TRANSMISSION OF SHARES

23. Regulations 19 to 27 of Table 'F' shall not apply to this Company.

Articles 24,25 will be applicable only to Shares and Securities issued in physical form; shares and securities issued and / or held in electronic medium in fungible form, will be governed by the provisions of the Depositories Act, 1996.

Nomination of shares: Notwithstanding anything contained in Articles 29,30,31,32,33,34,35,36 every holder(s) of shares or holder(s) of debentures of the Company, holding either singly or jointly, may, at any time, nominate a person in the prescribed manner to whom the shares and/ or the interest of the member in the shares of the Company or debentures of the Company shall vest in the event of his/her death. Such member may revoke or vary his/her nomination, at any time, by notifying the same to the Company to that effect. Such nomination shall be governed by the provisions of Sections 72 of the Act or such other regulations governing the matter from time to time.

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

b) Share/ Debenture certificates shall be issued in marketable lots and where Share/Debenture certificates are issued for either more or less than marketable lots, subdivision/consolidation into market lot shall be done free of charge. No fee shall be charged for transfer of Shares/ Debentures or for effecting transmission or for registering any letters of probate, letters of administration and similar other documents."Provided that the registration of a transfer shall not be refused on the grounds of the transferor being either alone or jointly with any other person(s) indebted to the Company on any account whatsoever". Since in terms of the listing regulation , listed companies are required to effect transfer, transmission, sub-division or consolidation within specified time from the date of lodgment of documents.

25. 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 his right to transfer the shares and every registered instrument of transfer shall remain in custody of the Company until destroyed by order of the Board. The transferor of shares shall be deemed to be the holder of such shares until the name of transferee shall have been entered in the Register of Members in respect thereof. Before the registration of such transfers, the respective share certificate/s must have been delivered to the Company.

26. 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 Registered Office of the Company is situated, to close the transfer books, the Register of Members or Register of Debenture holders at such time or times and for such period or periods not exceeding thirty days at a time and not exceeding in the aggregate forty five days in a year.

27. Subject to the provisions of Section 91 of the Act, the Board may at its absolute and uncontrolled discretion and without assigning any reason decline to register or acknowledge any transfer of shares, whether fully paid or not, but in such cases it shall within one month from the date on which the instrument was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer; PROVIDED that the registration of a transfer shall not be refused on the ground of the transferor being, either alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares.
28. 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 56 of the Act.
29. On the death of a member the legal heir of the deceased member (not being one of several joint holders) will be the only person recognised by the Company as having any title to his/her interest in the shares and in the case of death of one or more of the joint holders, the survivor or survivors shall be the only person or persons recognised by the Company as having any title to an interest in such shares. Nothing herein contained shall be taken to release the estate of the deceased joint holder from any liability on the share/s held by him/her jointly with any other person.
30. The executors or administrators or holders of Succession Certificate or the legal representatives of a deceased member (not being one or more joint holders) shall be the only person/s recognised by the Company as having any title to the shares registered in the name of such members 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 persons shall have first obtained 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 33 register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.
31. No share shall in any circumstances be transferred to an insolvent, a person of unsound mind, or firms or trusts.
32. 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 of Estate Duty that either 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 of the death of any member, the Company shall, within three months of the receipt of such knowledge, furnish to the Assistant Controller of the Deputy Controller of the Estate Duty who is exercising the functions of the Income-tax Act in relation to the Company, such particulars as may be prescribed by the Estate Duty Rules, 1953.
33. Subject to the provisions of the Act and Articles 29 and 30 any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which shall not be under any obligation to disclose) upon producing such evidence that he sustains the character in respect of which he proposes to act under this article 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 person elect to have his nominee registered, he shall 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.

34. A person entitled to a share by transmission shall subject to the rights of the Directors, as provided, under the act to retain such dividends or moneys as hereinafter provided, be entitled to receive and may be given a discharge for any dividends or other moneys payable in respect of the share.
35. The Company shall incur no liability or responsibility whatsoever in consequence 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 persons having or claiming any equitable right, title or interest to in the said shares notwithstanding that the Company may have had notice of such Equitable rights, 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 to do so, though it may nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the board shall so think fit.
36. If any shares of the Company are issued and allotted to any employee of the Company, and whenever any such member retires, dies or otherwise ceases to be in the employment of the Company, the Directors may, at any time within six months thereafter, resolve that such member or his successors, legal heirs do assign/transmit the shares so held as the case may be and thereupon such employee or his successors or legal heirs as the case may be shall be deemed to have served the Company with a notice of transfer pursuant to clause 24 hereof and to have specified therein the amount of capital paid up on such shares as the fair value thereof and also to have authorised any Director of the Company to execute a transfer of such shares. Notice of passing of any resolution shall be given to the member or his legal heirs, or his successors as the case may be. The Company shall be entitled to appropriate the purchase price of such shares towards recoupment of any moneys due and owing by him to the Company and any loss or damage which he may be liable to make good to the Company.

GENERAL MEETINGS

37. a) The Board may, whenever it thinks fit, call a General Meeting and it shall on the requisition of the members in accordance with Section 100 of the Act proceed to call an Extraordinary General Meeting. The requisitionists may, in default of the Board convening the same, convene the Extraordinary General Meeting as provided by Section 100 of the Act.
 - b) Subject to any rights or restrictions for the time being attached to any class or classes of shares -
 - on a show of hands, every member present in person shall have one vote; and
 - on a poll, the voting rights of members shall be in proportion to his share in the paid up equity share capital of the company
 - A Member may exercise his vote at a meeting by electronic means in accordance with Section 108 and shall vote only once.
38. a) A General Meeting of a Company may be called by giving not less than twenty-one days' Notice in writing.
 - b) A General Meeting may be called after shorter Notice than that specified in (a), if consent is accorded thereto-

- i) in the case of an Annual General Meeting, by all the Members entitled to vote thereat; and
- ii) in the case of any other meeting, by members of the Company (a) holding, if the Company has a share capital, not less than 95 percent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting, or (b) having, if the Company has no share capital, not less than 95 percent of the total voting power exercisable at that meeting;

Provided that where any members of a Company are entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members shall be taken into account for the purposes in respect of the former resolution or resolutions and not in respect of the latter.

39. a) Fifteen members present in person shall be a quorum for a General Meeting. A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act.
- b) If within half an hour from the time appointed for the meeting a quorum is not present, the Meeting, if convened upon the requisition of the members, shall be dissolved, but in any other case, it shall adjourned to the same day in the next week at the same time and place. If at the adjourned meeting quorum is not present within half an hour from the time appointed for the meeting, the members present shall constitute a quorum.
40. Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting, shall be deemed to be sufficiently so done or passed if effected by an ordinary resolution as defined in Section 114(1) of the Act, unless either the Act or these Articles specifically require such act to be done or resolution to be passed by a Special Resolution as defined in Section 114(2) of the Act.
41. (i) The Chairman of the Board shall be entitled to take the chair at every General Meeting. If there be no such chairman or if at any meeting he shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Vice-Chairman of the Board, if present shall be entitled to take the chair at such meeting but if the Vice-Chairman is not present or is unwilling to act, the members present shall choose another Directors as Chairman and if no Director be present, or if all the Directors present decline to take the chair, then the members present shall , on a show of hands or on a poll if properly demanded, elect one of their number, being a member entitled to vote, to be Chairman of the meeting. (ii) On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.

BUY-BACK OF SHARES

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

POWERS OF GENERAL MEETING OFFER OF SHARES TO SUCH PERSONS AS THE COMPANY MAY RESOLVE

43. "Provided that an option or right to call of shares shall not be given to any person(s) except with the sanction of the Company in General Meeting".
44. a) Unless otherwise decided by the General Meeting, the number of Directors of the Company shall not be less than three and not more than twelve including any exofficio and nominated Directors.
- b) The following persons shall be the first Directors of the Company.
1. LALCHAND MUNOTH
 2. JASWANT MUNOTH
 3. BHARAT MUNOTH
45. Subject to the provisions of the Act, the Board of Directors or any other person or institution that may in terms of the agreement with the Company be entitled to appoint a Director to the Board shall together be entitled to appoint not more than 1/3 of the total number of the Directors as Non Rotational Directors from time to time.
46. At every Annual General Meeting of the Company one third of the Directors for the time being excluding the Managing Director and the Nominated Director if any shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election.
47. A retiring Director shall be eligible for re-election.
48. The Board shall have power at all times and from time to time to appoint alternate Director to act for a Director during the latter's absence and provisions of Section 161 of the Act shall apply to such alternate Director.
49. The Directors for the time being shall each be paid such amount in accordance with provisions of the act towards sitting fee for every meeting of the Board or any committee of the Board attended by them and all travelling, hotel and other expenses properly incurred by them in consequence of attending and returning from such meeting of the Board or otherwise incurred in the execution of their duties as Directors.
50. The Directors of the Company, as far as they participate in the execution of the Company's work, shall be paid such monthly salary / remuneration as the Directors may deem fit, subject to approval/ ratification at the Annual General Meeting, preceding or following such payment.
51. If any Director is appointed to advise the Board as an Expert or to perform extra services or make special exertion to any of the purpose of the Company or in giving special attention to the business of the Company or as a member of the committee, the Company may remunerate such Director either by a fixed sum or by a percentage of the net profit or otherwise, and such remuneration may be either in addition to or in substitution of the sitting fees etc. as provided under Article 49
52. .The continuing Directors may act, notwithstanding any vacancy in their body. Provided, however, that if the number falls below the minimum above fixed, the Board shall not act so long as the

number is below the minimum except for the purpose of raising the number to minimum fixed above.

53. A Director of this Company may become a Director of any other Company promoted by this Company or in which it may be interested as a member, shareholder or otherwise and no such Director shall be accountable for any benefits received as a Director or member or shareholder of such Company.
54. A Director need not hold any share in this Company as qualification shares.

A minimum of two Directors shall be there who possesses not less than 2 years experience in any one of the following.

- a) Dealing in Securities.
- b) As Portfolio Managers
- c) As investment Consultants.

GENERAL POWERS OF DIRECTORS

55. Subject to the provisions of the Act and the Articles herein contained the affairs and business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company including the powers expressly mentioned in Clause II of the Memorandum of Association of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company. Provided that the Board shall not exercise any power or do any act or things which is directed or required whether by the Act or any other law to be exercised or done by the Company in General Meeting but, subject nevertheless to the provisions of the Act and these Articles and to the regulations not being inconsistent with the aforesaid provisions as may from time to time be prescribed by the Company in General Meeting. Nothing shall invalidate any act of the Directors, which would have been valid, if such resolution had not been passed. The general powers given by these Articles shall not be limited or restricted by any special authority or powers given to the Directors by any other Articles.
56. Subject to Section 179 of the Act, the Board may delegate all or any of its powers to any Directors jointly or severally or to any one Director or to the Managing Director at their discretion.
57. In furtherance of and without prejudice to the general powers conferred upon them by the preceding Article, the Directors shall have right to exercise all powers for carrying on the business of the Company except where by law or by the nature of the subject matter required to be done by the Company in General Meeting.
58. Abstract purporting to be a copy of the proceedings of the Board or an extract from the Minutes of the Board which is certified as such in accordance with the provisions of the preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be that such extract is a true accurate record of a duly constituted meeting of the Board.
59. The Directors may enter into any agreement and/ or arrangement with any firm, proprietorship concern, or body corporate in which the Directors of the Company are interested as partners, proprietors or Directors for carrying out any jobs which are wholly or partly similar to or different from the business of this Company.

60. Any Director of this Company is authorised to enter into any agreement or arrangement with any other concern, firm or body corporate in which he is interested in such other concern, firm or body corporate as proprietors, partners or Directors.

BORROWING POWERS

61. The Board of Directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of this Company.
62. The Directors may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by issue of debentures, debenture stock of the Company charged upon all or any part of the property or undertaking of the Company, both present and future, including the uncalled capital, if any, for the time being of the Company.
63. Any debenture or debenture stock or other securities may be issued at a premium, discount or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of debentures, attendance of General Meetings of the Company or appointment of Directors.
64. "Debenture/ Debenture Stock, Loan/ Loan stock, bonds or other securities conferring the right to allotment or conversion into shares or the option or rights to call for allotment of shares shall not be issued except with the sanction of the Company in General Meeting".

CHAIRMAN

65. The Directors may, as and when they deem necessary, appoint a Chairman among themselves to preside over the Meetings of Directors for such time as they deem fit.

MANAGING DIRECTOR

66. The Directors may appoint one or more of their body to the office of Managing Director among themselves for such period and on such terms as they think fit and subject to the terms of agreement if any entered into in any particular case may revoke such appointment. The Managing Director so appointed shall not, while holding that office, be subject to retirement by rotation but his appointment shall be automatically terminated if he ceases from any cause to be a Director. If any Managing Director is found guilty of fraud or gross negligence or refuses to comply with the directions of the Board as provided in these Articles, he may be removed from office of Managing Director by a resolution of the Board of Directors.
67. The Directors may confer upon the Managing Director such powers exercisable by the Managing Director as they think fit, and may confer such powers either collaterally with or to the exclusion of, and substitution for any of the powers of the Directors and may from time to time revoke, withdraw, alter or vary all or any such powers.
68. Subject to the general supervision and control of the Board of Directors and subject to all provisions contained in the Articles the business and management of the Company shall be conducted and carried soon by the Managing Director of the Company. For all purposes of the business and management of the Company, the Managing Director shall be the administrative head and shall be in full and absolute charge of the factory, office and properties of the Company.

69. The remuneration of the Managing Director may from time to time be fixed by the Directors which may be by way of fixed salary or commission or percentage of profits or of turnover of the Company, or by participation in any such profits or by all/ any of these modes and payable monthly or quarterly or half yearly or once in a year.
70. If at any time the Managing Director requires relief or assistance the Board of Directors may delegate such powers upon any person to carry out such work or to give such assistance, as deemed necessary, to the Managing Director in any work for which assistance is found essential. Such delegation shall be subject to cancellation and / or modification by the Directors at any time.

THE SEAL

71. The Board shall provide for a Common Seal for the purpose of the Company and shall have powers from time to time to destroy the same and substitute a new seal in lieu thereof and the Board shall provide for the safe custody of the seal. The seal shall not be affixed to any instrument except with or under the authority of any committee of the Board authorised by it in that behalf and in the presence of atleast one Director who shall sign every instrument on which the seal of the Company is so affixed in his presence.

AUDIT

72. The Company's Accounts shall be audited by one or more Auditors as provided by the Companies Act, 2013.

RECONSTRUCTION

73. On any sale of the undertaking of the Company the Board or the liquidators on winding up may, if authorised by a Special Resolution accept fully paid or partly paid shares, debentures or securities of any other Company whether incorporated in India or not either then existing or to be formed, for the purchase in whole or in part of the property of the Company and the Board (if the profits of the Company permit) or the liquidators (in winding up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property otherwise than in accordance with strict legal rights of the members or contributories of the Company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up such statutory rights (if any) under Section 316 of the Act as are incapable of being varied or excluded by these Articles.

SECRECY

74. Every Director, member or debenture holder, member or a committee, officer, servant, agent, accountant, or other person employed in or about the business of the Company shall, if so required by the Board, sign before entering upon his duties a declaration pledging himself to observe 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 so far as may be necessary, in order to comply with any of the provisions of these Articles.

INDEMNITY

75. Every Director or other officer of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed as auditor shall be indemnified out of the fund of the Company against all liabilities incurred by him as such Director, officer, employee or auditor in defending against 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 463 of the Act in which relief is granted to him by the Court.

COMPLIANCE WITH THE RULES, BYE- LAWS, ETC OF RELEVANT AUTHORITIES

76. The Company shall strictly comply with the provisions that may be made applicable for carrying on the business as a Company as defined under the Articles of Association of the Exchange, Securities Contracts (Regulations) Act, 1956, and rules framed thereunder and Securities and Exchange Board of India Act, 1992, and rules framed thereunder and such other acts/provisions as may be made applicable from time to time.

BOOKS OF ACCOUNTS

77. Separate Books of Accounts shall be maintained for each class of activity undertaken.

CAPITAL ADEQUACY NORMS

78. The Company shall comply with the Capital Adequacy Norms prescribed by Securities and Exchange Board of India from time to time.

APPROVAL FROM COMPETENT AUTHORITIES

79. Any amendment proposed to be made by the Company to clauses in the Memorandum of Association and the Articles of Association shall have the approval of the competent authorities as per the applicable regulations, guidance and business rules.

WINDING UP

80. Subject to the provisions of the Act as to preferential payments the assets of the Company shall, on its winding up, be applied in satisfaction of its liabilities pari passu and subject to such application shall unless the Articles otherwise provide be distributed among the Members according to their rights and interest in the Company on the date on which the winding up proceedings begin.

Sl. no	Signature, Name , Address, Description and Occupation of the Subscribers	Signature, Name, Address, Description and Occupation of the Witness
1	Sd/- LALCHAND MUNOTH S/o. Misrimal 27 E V K Sampath Road Vepey, Chennai - 600 007. BUSINESS	
2	Sd/- JASWANT MUNOTH S/o. Lalchand Munoth 27 E V K Sampath Road, Vepey, Chennai - 600 007. BUSINESS	Sd/- P INTHU SEKARAN S/o. V Palani 23, Sivaji Street, Chennai - 600 017. SERVICE.
3	Sd/- BHARAT MUNOTH S/o. Lalchand Munoth 27 E V K Sampath Road, Vepey, Chennai - 600 007. BUSINESS	

Dated at Madras this Tuesday the 30th day of October 1990.