

ARTICLES OF ASSOCIATION
OF
CSB BANK LIMITED[#]
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| 1. The regulations contained in Table F in the Schedule I of the Companies Act, 2013, shall not apply to the Company except so far as the same are repeated, contained or expressly made applicable in these presents or by the Act. | Table F
applicability |
| 2. (a) The regulations for the management of the Company and for the observance by the Members thereof and their representatives shall, subject as aforesaid and to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its regulations by Special Resolution, as prescribed or permitted by the Act, be such as are contained in these presents. | Company to be
governed by these
Articles |
| (b) The provisions of the Banking Regulation Act, 1949, shall have effect notwithstanding anything to the contrary contained in the Memorandum and Articles of Association of the Company. | The Banking Act
supersedes the
Articles |

INTERPRETATION

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| 3. In these presents, unless there be something in the subject or context inconsistent therewith: | Interpretation |
| (a) "Act" or "the said Act" means the Companies Act, 2013, and all the rules and clarifications issued thereunder, and includes any statutory modification or re-enactment thereof for the time being in force. Reference to Act shall also include the Secretarial Standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980. | "Act, the said Act" |
| (b) "The said Acts" means "Act" and the "Banking Act" referred to collectively. | "The said Acts" |
| (c) "Affiliate" of a Person (the "Subject Person") means (i) in the case of any Subject Person other than a natural Person, any other Person that, either directly or indirectly through one or more intermediate Persons, Controls, is Controlled by or is under common Control with the Subject Person, and (ii) in relation to a natural person any other Person that, either directly or indirectly, is Controlled by the Subject Person, and including any Relative of such natural person. | "Affiliate" |
| (d) "Board" or "Board of Directors" means the Board of Directors of the Company. | "Board, Board of
Directors" |

- (e) "Banking Act" means the Banking Regulation Act, 1949, and includes any statutory modification or re-enactment thereof for the time being in force. "Banking Act"
- (f) "Beneficial owner" includes the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996 and as defined under the Companies Act, 2013. "Beneficial owner"
- (g) "Business Day" means any day other than a Saturday, Sunday or any day on which banks in Mauritius or in Kerala, India are permitted to be closed. "Business Day"
- (h) "The Company" or "The Bank" means CSB Bank Limited. "The Company, the Bank "
- (i) "Chairman" means the Chairman of the Board of Directors appointed on a part-time basis under Section 10B of the Banking Regulation Act, 1949 and includes a person occupying any such position. "Chairman "
- (j) "Control" (together with its correlative meanings, "Controlled by" and "under common Control with") means, with respect to any Person (the "Subject Person"), the possession, directly or indirectly, of power to direct or cause the direction of management or policies of the Subject Person (whether through ownership of voting securities or partnership or other ownership interests, by Contract or otherwise). "Control"
- (k) "Committee" means a committee of the Board. "Committee"
- (l) "Completion" means the completion of the issue and allotment by the Company of, and the subscription by the Investor for the Subscription Securities. "Completion"
- (m) "Completion Date" means the date on which Completion occurs. "Completion Date"
- (n) "Director" or "Directors" means the Director or Directors of the Company. "Director, Directors"
- (o) "Dematerialized Form" means the electronic form of holding shares or securities in a Depository within the meaning of the Depositories Act, 1996. "Dematerialized Form"
- (p) "Depositories Act" means the Depositories Act, 1996 and shall include any statutory modifications or re-enactment thereof for the time being in force. "Depositories Act"
- (q) "Depository" means a Depository as defined under clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996. "Depository"
- (r) "Employee Stock Options" means the stock options granted to the employees including Managing Director and other whole time directors, if any, pursuant to the ESOS 2013/ any other Scheme/ Plan. "Employee Stock Options"

- (s) “Equity Securities” means equity shares or any other securities, debentures, warrants, including stock options or rights to stock option, granted/ to be granted as per the ESOP Plans, that are, directly or indirectly convertible into, or exercisable or exchangeable into or for equity shares. “Equity Securities”
- (t) “Equity Share Capital” means the total issued equity share capital of the Company. “Equity Share Capital”
- (u) “ESOP Plans” means collectively the ESOS 2013 or any other employee stock option plan or scheme as may be approved by the Board or the shareholders from time to time. “ESOP Plans”
- (v) “ESOS 2013” means the CSB Employees Stock Option Scheme 2013, as approved by the shareholders through postal ballot and e-voting, and any amendment/changes thereof, from time to time, subject to the approval of the Board and the shareholders in accordance with applicable Law. “ESOS 2013”
- (w) “Fall Away Date” means the earlier of: (a) the expiry of 5 (five) years from the Completion Date; and (b) the date on which any lock-in or non-disposal requirements imposed by the Reserve Bank of India on the Investor fall away or cease to have effect. “Fall Away Date”
- (x) “Financial Year” means the period of twelve months expiring 31st march for which Accounts, Balance Sheet and Profit and Loss Account have to be prepared by the Company. “Financial Year”
- (y) “Fully Diluted Basis” means in relation to the equity share capital of any Person, assuming that all outstanding convertible preference shares or debentures, options (and in the case of employee stock options, only options that have vested but not any unvested options), warrants and other equity securities convertible into or exercisable or exchangeable for equity shares of that Person (whether or not by their terms then currently convertible, exercisable or exchangeable), have been so converted, exercised or exchanged to the maximum number of equity shares possible under the terms thereof. “Fully Diluted Basis”
- (z) “General Meeting” shall mean an annual general meeting or extra-ordinary general meeting of the shareholders of the Company, convened and held in accordance with the Act and these Articles. “General Meeting”
- (aa) “Governmental Approval” means any Consent of, from or to any Governmental Authority. “Governmental Approval”
- (ab) “Governmental Authority” means any nation or government or any province, state or any other political subdivision thereof; any entity, authority or body exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to government, including any agency, department, board, commission or instrumentality of India or any political subdivision thereof or any other jurisdiction, any court, tribunal or

- arbitrator and any securities exchange or body or authority regulating such securities exchange.
- (ac) “Investor” means FIH Mauritius Investments Ltd. “Investor”
- (ad) “Law” means all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any Governmental Authority and SEBI, (ii) Governmental Approvals, (iii) orders, decisions, directions, injunctions, judgments, awards and decrees of or agreements with any Governmental Authority, (iv) rules of any stock exchange, (v) international treaties, conventions and protocols, and (vi) Accounting Standards or any other generally accepted accounting principles. “Law”
- (ae) “Losses” means losses (other than consequential losses), liabilities, obligations, claims, demands, actions, fines, costs, expenses, royalties, damages (whether or not resulting from third party claims), including interests and penalties with respect thereto and out-of-pocket expenses, including reasonable attorneys’ and accountants’ fees, and disbursements. “Losses”
- (af) “Majority Shareholder” means any person holding such number of Equity Securities representing 12% (twelve per cent) of the Equity Share Capital on a Fully Diluted Basis. It is hereby clarified that the aforesaid criteria of 12% (twelve per cent) of the Equity Share Capital on a Fully Diluted Basis shall be calculated on the basis of number of Equity Securities held by such person and not on the basis of voting rights that such person may be entitled to on account of the Equity Securities held by such person. “Majority Shareholder”
- (ag) “Managing Director” means the Managing Director of the Bank appointed under Section 35B of the Banking Regulation Act, 1949. “Managing Director”
- (ah) “Month” means calendar month. “Month”
- (ai) “Members” means the duly registered holder, from time to time, of the shares of the Company, whether in physical or demat mode, and includes the subscribers to the Memorandum of Association but does not include a bearer of a share warrant. “Members”
- (aj) “Partly Paid Investor Shares” means up to 19,832,130 (nineteen million, eight hundred thirty two thousand, one hundred thirty) Equity Shares of the Bank, to be issued and allotted to the Investor on the Completion Date, and which shall be partly paid as on the Completion Date. “Partly Paid Investor Shares”
- (ak) “The Office” means the Registered Office for the time being of the Company. “The Office”
- (al) “These presents” means these Articles of Association as originally framed or as altered and amended from time to time. “These presents”

- (am) “The Register” means the Register of Members kept by the Company pursuant to Section 88 of the Act. “The Register”
- (an) “Relative” shall have shall have the meaning ascribed to such term under the Act. “Relative”
- (ao) “Registrar” means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated. “Registrar”
- (ap) “Regulatory Agencies” means any authority appointed under the Act or the Banking Act and includes the Central Government, National Company Law Tribunal, the Registrar or any other authority appointed under the Act and the Reserve Bank of India acting through any of its duly authorized officer under the Banking Act or any other authority authorized to exercise any power under any other law for the time being in force. “Regulatory Agencies”
- (aq) “Subscription Securities” means (a) the Warrants (and the resultant Equity Shares to be issued to the Investor upon the conversion / exchange of the Warrants); and (b) the Partly Paid Investor Shares, collectively representing as at the Completion Date and immediately following the Completion, 51% (fifty one per cent) of the Share Capital of the Bank, on a Fully Diluted Basis issued to the Investor. “Subscription Securities”
- (ar) “The Seal” means the Common Seal for the time being of the Company. “The Seal”
- (as) “Warrants” means up to 66,463,329 (sixty six million, four hundred sixty three thousand, three hundred twenty nine) warrants, convertible into / exchangeable for 66,463,329 (sixty six million, four hundred sixty three thousand, three hundred twenty nine) Equity Shares of the Bank, to be issued and allotted to the Investor on the Completion Date. “Warrants”
- (at) In “Writing” or “Written” shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form. In “Writing , Written”
- (au) Words importing the singular number include where the context admits or requires the plural number and vice versa. Singular, plural
- (av) Words importing the masculine gender shall include the feminine gender. Gender
- (aw) Words importing persons shall include the Central or State governments, corporations, firms, individuals, trusts, societies, associations and other bodies, whether incorporated or not. Persons
- Subject as aforesaid, any words or expressions defined in the said Acts, except where it is repugnant to the subject or context hereof, shall bear the same meaning in these presents. Other words, expressions

In these Articles, any reference to specific provisions of statutes, by-laws, rules or regulations shall be deemed to be reference to their modifications, substitutions, replacements or amendments as well, carried out from time to time

Reference to various provisions means reference to their amendments also

The marginal notes hereto shall not affect the construction or meaning hereof. Marginal notes

PRELIMINARY

4. Copies of the Memorandum and Articles of Association of the Company shall be furnished to every Member at his request within the period and on payment of such sum as may be prescribed by the Act. Members' right to receive copy of Memorandum and Articles

CAPITAL

5. (a) The Authorized Capital of the Company shall be as stated in clause 5 of the Memorandum of Association. Authorized Capital
- (b) Subject to the provisions of Sections 47, 48 and 55 of the Act, and the provisions of the Banking Act, any shares in the Company may be issued with such preferred or other special rights, or such restrictions, whether in regard to dividend or repayment of Capital or both, as the Company may from time to time by resolution determine, and any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed or converted into equity shares on such terms and conditions and in such manner as may be determined by the Company in General Meeting. Issue of preference shares
- Provided that :
- (i) no such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption; Redemption of preference shares
- (ii) no such shares shall be redeemed unless they are fully paid;
- (iii) where such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account, and the provisions of the Act relating to reduction of share capital of a Company shall, except as provided in section 55 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.
- (c) Shares and other securities issued by the Company from time to time may be issued in dematerialized form pursuant to the Depositories Act. Besides, the Company shall be entitled to dematerialize its existing shares, Demat / remat of shares

rematerialize its shares held in the Depositories.

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| <p>(a) The Company or an 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 thereof, shall be governed by the provisions of the Depositories Act.</p> | <p>Right to hold shares in dematerialised form</p> |
| <p>(e) The Company may from time to time with the approval of shareholders in General Meeting classify and reclassify such shares from the shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner and by such person as may for the time being be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf</p> | <p>Reclassification of shares</p> |
| <p>6. The Company shall cause to be kept a register and index of members or other security holders in accordance with all applicable provisions of the Act and the Depositories Act with details of shares held in physical and dematerialised forms in any medium as may be permitted by law including in any form or electronic medium. The Company shall be entitled to keep in any State or Country outside India a foreign Register containing the names and particulars of the members, debenture-holders, other security holders or beneficial owners residing outside India.</p> | <p>Registers etc</p> |
| <p>7. Subject to the provisions of Section 91 of the Act, the Directors shall have power to close the Register of Members or Debenture-holders or the register of other security holders of the Company.</p> | <p>Closure of Registers</p> |
| <p>8. (a) The registers and indices maintained pursuant to section 88 and copies of returns prepared pursuant to section 92, shall be open for inspection during business hours, of two hours (11.00 am to 01.00 p.m.) on every working day as the board may decide, by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of a fee of Rs.50/- for each inspection.</p> | <p>Inspection of Registers</p> |
| <p>(b) Any such member, debenture holder, security holder or beneficial owner or any other person may require a copy of any such register or entries therein or return on payment of Rs.10/- for each page. Such copy or entries or return shall be supplied within seven days of deposit of such fee.</p> | <p>Taking extracts, copy of Registers</p> |

- (c) The Company shall send to any Member, Debenture-holder or other persons, on request, a copy of the Register of Members, the Index of Members, the Register and Index of Debenture-holders or any part thereof required under the Act, on payment of such sum as may be prescribed by the Act. The copy shall be sent within the period prescribed by the Act. Company to furnish copy of Registers
9. In accordance with the provisions of the Act, the shares, debentures or other interest of any Member in the Company shall be movable property, transferable in the manner provided in these presents. Shares , debentures etc are transferable movable property
10. Subject to the provisions of the Act and these presents, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par or at a discount and at such times or in such other manner as they may from time to time think fit and proper. Subject to the provisions of the Act, the Board is also empowered to give to any person or persons the option or right to call for any shares either at par or premium or at a discount , during such time and for such consideration as the Board thinks fit. Provided that option or right to call for shares shall not be given to any person or persons without the sanction of the Company in the General Meeting. The Board may also issue depository receipts whether domestic or foreign, with shares as underlying security. Shares to be under control of the Board
11. Subject to Section 62 and other provisions of the Act and these presents, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up shares and if so issued shall be deemed to be fully paid-up shares or partly paid-up shares. Issue of shares for consideration other than cash
12. Subject to the provisions of the Act and these presents, any unclassified shares (whether forming part of the original capital or of any increased capital of the Company) may be issued and in particular such shares may be issued with a preferential or qualified right as to dividends and distribution of the assets of the Company in the event of winding up. Unclassified shares
13. In addition to and without derogating from the powers for this purpose conferred on the Board under other Articles, the Company may issue securities in accordance with the provisions of Sections 42, 55, 62, 63 and 71 and all other applicable provisions of the Act and rules made thereunder. Further issue of shares
- 13.A. Without derogating from the powers conferred under these Articles and statute and subject to the provisions of the Act relating to issue of capital and rules and regulations made thereof from time to time, any further issue of capital (whether forming part of original capital or of any increased capital of the Company) shall be offered to such persons (whether members or not) and on such terms and conditions through preferential issue on private placement by Issue of Equity shares, Warrants, partly convertible debentures, fully convertible

- means of equity instruments including but not limited to equity shares, Warrants, convertible debentures (whether fully or partly convertible, and whether mandatorily or optionally convertible), employee stock options or any financial instruments with a provision for allotment of equity shares at a future date either through conversion, exchange or otherwise, and either at a premium or at par as may be determined at a General Meeting with full powers to give any person (whether a member or not) the option to call for or be allotted shares of any class of the Company at a premium or at par, as such General meeting shall determine such option being exercisable at such times and for such consideration as may be directed by such General meeting or the Company in General Meeting may make any other provision whatsoever for the issue of/ allotment of/disposal of any shares.
- debentures or any financial instruments with a provision for allotment of equity shares at a future date
14. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these presents and every person who thus or otherwise accepts any share(s) and whose name is entered in the Register of Members shall, for the purpose these presents, be a Member.
- Acceptance of shares
15. The money (if any) which the Directors shall, on the allotment of any share(s) being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any share(s) allotted by them, shall immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof and shall be paid by him accordingly.
- Share call money as debt due to Company
16. If, by the conditions of allotment of any shares, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid up to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.
- Instalments on shares to be paid by Registered holder
17. 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. For the purposes of this Article, shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.
- Calls on shares of the same class , to be made on uniform basis
18. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and, accordingly, shall not (except as ordered by a court of competent jurisdiction or as by law required) be bound to recognize 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 it shall have express or implied notice thereof.
- Company to recognize registered holder as absolute owner of shares
19. Except to the extent allowed by Sections 67 and 68 of the Act, no part of the funds of the Company shall be employed/ lent for acquiring the shares of the Company.
- Restrictions on lending Company's funds for acquiring its own shares

TRUST NOT TO BE ENTERED ON THE REGISTER

20. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by or compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- Trust not to be recognized as member

COMMISSION AND BROKERAGE

- 21 (a) The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder
- Payment of commission and brokerage
- (b) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40 of the Act and the Banking Act.
- (c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
22. The Company may also, on any issue of shares, debentures or other securities pay such brokerage as may be lawful and the same shall within the limit prescribed under the Act and the Banking Act.
- Payment of brokerage

SHARE CERTIFICATES

23. ISSUE OF SHARE CERTIFICATE TO MEMBERS

- (a) The Company shall, unless prohibited by any provision of law or any order of Court, Tribunal or other authority, deliver the certificates of all securities allotted, transferred or transmitted—
- Issue of share certificates
- (i) within a period of two months from the date of allotment, in the case of any allotment of any of its shares;
- (ii) within a period of one month from the date of receipt by the Company of the instrument of transfer or, as the case may be, of the intimation of transmission, in the case of a transfer or transmission of securities;
- (iii) within a period of six months from the date of allotment in the case of any allotment of debenture:

Provided that every person subscribing to securities offered by the Company shall have the option either to receive the share/ security certificates or to hold shares/ securities in a dematerialised form.

Provided that where the securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such securities.

Notwithstanding anything contained above, the certificates in respect of all securities allotted, transferred or transmitted will be delivered within such other shorter period as may be required by stock exchanges where the securities of the Company are listed

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| (b) | In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders; | Denomination and delivery of Certificates |
| (c) | Each certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon | Certificate to be under seal |
| 24. (a) | The Company will not charge any fees for the issue of new certificates in replacement of those which are old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilized. | Replacement certificates |
| (b) | If a certificate is worn out, mutilated, torn or defaced, lost or destroyed, or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company it may be replaced by the issue of a new certificate, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate on payment of a fee not exceeding Rs.20 for each certificate and on such terms as the Board thinks fit. Every certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.20/- for each certificate) as the Directors shall prescribe. | Duplicate certificates |

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act,1956 or any other act, or rules applicable thereof in this behalf.

The provision of this Article shall mutatis mutandis apply to debentures and securities of the Company.

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| (c) | The Company may charge such fees not exceeding that which may be agreed upon for sub-division and consolidation of certificates and letters of allotment into denominations other than the market lot. | Certificates on sub-division/ consolidation |
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- (d) The Directors may, at their absolute discretion, refuse applications for the subdivision of share certificates, debenture or bond certificates into denominations of less than the marketable lot except when such subdivision is required to be made to comply with a statutory provision or an order of a competent court of law. Board's power to refuse sub-division of share certificates
25. (a) If and whenever, as a result of issue of new shares, the consolidation or subdivision of shares, any Member becomes entitled to any fractional part of a share, the Board may subject to the provisions of the Act and these presents and to the directions, if any, of the Company in General Meeting: Fractional certificates
- (i) issue to such Member fractional certificate or certificates representing such fractional part. Such fractional certificate or certificates shall not be registered, nor shall they bear any dividend until exchanged with other fractional certificates for an entire share. The Directors may, however, fix the time within which such fractional certificates are to be exchanged for an entire share and may extend such time and if at the expiry of such time, any fractional certificates shall be deemed to be cancelled and the Directors shall sell the shares represented by such cancelled fractional certificates for the best price reasonably obtainable; or Disposal of Fractional certificates
- (ii) sell the shares represented by all such fractional parts for the best price reasonably obtainable.
- (b) In the event of any shares being sold, in pursuance of sub-article (a) (ii) above, the Board shall pay and distribute to and amongst the persons entitled, in due proportion the net sale proceeds thereof. Sales Proceeds of fractional certificates
- (c) For the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and the purchaser shall not be bound to see to the application of purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the same. Transfer of fractional shares by sale

CALLS

26. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), subject to the terms and/or conditions, if any, on which such allotment of partly paid shares has been made to the relevant members. Calls on shares
27. 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 instalments subject to the terms and/or conditions, if any, on which such allotment of partly paid shares has been made to the relevant members. Calls when made

28. Not less than 14 days' notice of every call shall be given, specifying the time and place of payment, provided that before the time for payment of such call, the Board may by notice in writing to the Members revoke or postpone the same. Notice of call
29. The Board may from time to time, at their discretion, extend the time fixed for the payment of any call by such Member(s) for such cause as the Board may deem fit, but no Member(s) shall be entitled to such extension save as a matter of grace and favour. A call may be revoked at the discretion of the Board. Extension of time of call
30. 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. Amounts payable at fixed times or by instalments, as call
31. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being or the allottee of the share in respect of which a call shall have been made or the instalment shall be due, shall pay interest on the same at such rate as the Board shall fix from time to time from the day appointed for the payment thereof to the date of actual payment, but the Board may, in their absolute discretion, waive payment of such interest wholly or in part. Interest on call amount
32. Any money due from the Company to a member may, without the consent of such member, be applied by the Company whether wholly or in part, towards payment of any money due from him either singly or jointly with any other person / s to the Company for calls or otherwise. Adjustment of monies due to member, against calls or otherwise
33. Neither a judgment nor a decree in favour of the Company for calls or other monies due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any money shall preclude the forfeiture of such shares as herein provided. Decree or partial payment not to preclude forfeiture
34. The Board may, if they think fit, solicit payment of and receive from any Member willing to advance the same, all or any part of the monies due upon the shares held by him beyond the sums actually called up, and upon the monies so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the Member paying such sum in advance and the Board agree upon and the Board may at any time repay the amount so advanced upon giving to such Member one month's notice in writing. Members shall not be entitled to claim any interest on voluntary and unsolicited advance payment of calls, if any, made by them. Interest on calls in advance

35. Any amount paid up in advance of calls on any share will not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared or to participate in profits. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.
- Calls paid in advance not entitled for dividend

The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

36. No Member shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him whether alone or jointly with any person, together with interest and expenses, if any.
- No privilege of membership until calls are duly paid

37. On the trial or hearing of any action or suit brought by the Company against any Member or his legal representatives for the recovery of any monies claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Member, in respect of whose shares the monies are sought to be recovered, is entered in the Register of Members as a Member/one of the Members at or any subsequent date on which the monies sought to be recovered are claimed to have become due on the shares and that the resolution making the call is duly recorded in the Minutes book and the notice of such call was duly given to the Member, holder or joint-holder or his legal representatives sued in pursuance of these presents. It shall not be necessary to prove the appointment of Directors who made such call, nor that the quorum of Directors was present at the Board at which any such call was made nor that the Meeting at which any such call was made had been duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
- Evidence in legal action by Company against shareholders for recovery of share monies

FORFEITURE, SURRENDER AND LIEN

38. If any Member fails to pay the whole or any part of any call or instalment or any money due in respect of any share(s) either by way of principal or interest on or before the day appointed for the payment of the same, the Board may at any time thereafter during such time as the call or instalment or any part thereof or other monies remaining unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the share(s) by transmission requiring him to pay such call or instalment or such part thereof or other monies as remaining unpaid together with any interest that may have accrued and all expenses (legal or otherwise) that may have been incurred by the Company by reason of such non-payment.
- Notice must be given if call or instalment not paid

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| 39. The notice shall name a day not being less than 14 days from the date of the notice and the place or places on and at which such call or instalment or such part or other monies as aforesaid and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the share(s) in respect of which the call was made or instalments is payable will be liable to be forfeited. | Period of notice and contents |
| 40. If the requirements of any such notice as aforesaid is not complied with, any of the share(s) in respect of which such notice has been given may, at any time thereafter before payment of all calls or instalments, interest and expenses or the money due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share(s) and not actually paid before the forfeiture. | In default of payment, shares may be forfeited |
| 41. When any share(s) shall have been so forfeited, an entry of the forfeiture with the date thereof shall be made in the Register of Members. | Entry of forfeiture in the Register of Members |
| 42. Any share(s) so forfeited shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the original holder thereof or to any other person upon such terms and in such manner as the Board shall think fit. | Disposal of forfeited shares |
| 43. The Board may at any time before any share(s) so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit. | Power to annul forfeiture |
| 44. The forfeiture of share(s) shall involve the extinction at the time of the forfeiture, of all interest in and all claims and demand against the Company in respect of the share(s) and all other rights incidental to the share(s), except only such of those rights as by these presents are expressly saved. | Effect of forfeiture |
| 45. Any Member whose share(s) has/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 calls, instalments, interest, expenses and other monies owing upon or in respect of such shares at the time of the forfeiture together with further interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof if they think fit but shall not be under any obligation to do so; but his liability shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares. | Member liable to pay to Company all dues on the shares irrespective of forfeiture. |
| 46. A duly verified declaration in writing under the hand of any Director or the Secretary or such other person as may be authorized from time to time that the call in respect of share(s) was made and that the forfeiture of share(s) was made, by a resolution of the Board to that effect, shall be conclusive evidence of the fact stated therein as against all persons entitled to such share. | Evidence of forfeiture |

47. The Company may receive consideration, if any, given for the share(s) on any sale, re-allotment or other disposition thereof and the person to whom such share(s) is sold, re-allotted or disposed of may be registered as the holder of the share(s) and shall not be bound to see to the application of the consideration, if any, nor shall his title to the share(s) be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share(s). Title of purchaser / allottee of forfeited shares.
48. Upon sale, re-allotment or other disposal under the provisions of these presents, the certificate or certificates originally issued in respect of the relative share(s) shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Member) stand cancelled automatically and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of such share(s) to the person(s) entitled thereto. Cancellation of share certificates of forfeited shares
49. The provisions of these Articles as to the forfeiture shall apply in the case of non-payment of any sum which by terms of issue of share(s) become payable at a fixed time, as if the same had been payable by virtue of a call duly made or notified. Forfeiture of shares for non payment of calls at fixed times
50. The Company shall have no lien on its fully-paid shares. In the case of partly paid-up shares, the Company's lien, if any, will be restricted to moneys called or payable at a fixed time in respect of such shares. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) 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/debentures 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/debentures. Unless otherwise agreed, the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause. Company' lien on shares.
51. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as they think fit, but no sale shall be made unless the sum in respect of which the lien exists is presently payable nor until notice in writing of the intention to sell shall have been served on such Member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment of the sum presently payable for 14 days after such notice. Enforcing of lien by sale

52. The net proceeds of any such sale after payment of the costs of such sale shall be applied in or towards the satisfaction of the debt or liability in respect whereof the lien exists so far as the same is presently payable and the residue (if any) paid to the Member or the person (if any) entitled by transmission to the shares so sold; Provided that the amount so paid to such Member or person shall not exceed the amount received by the Company from such Member or person towards such shares. Application of sales proceeds of share
53. Subject to the provisions of the Act, the Board may accept surrender of any share(s) from or any Member desirous of surrendering, on such terms as they think fit. Surrender of shares by members

TRANSFER AND TRANSMISSION OF SHARES

54. A common form of transfer shall be used. The Company shall not register a transfer of securities of the Company, other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer/common form of transfer as prescribed in the Rules made under sub-section (1) of Section 56 of the Act, duly stamped, dated and executed by or on behalf of the transferor and the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company by the transferor or the transferee within a period of sixty days from the date of execution, along with the certificate relating to the securities, or if no such certificate is in existence, along with the letter of allotment of securities: Transfer not to be registered except on production of instrument of transfer/common form of transfer

Provided that where the instrument of transfer/ common form of transfer has been lost or the instrument of transfer/ common form of transfer has not been delivered within the prescribed period, the Company may register the transfer on such terms as to indemnity as the Board may think fit.

No instrument of transfer/ common form of transfer shall be necessary as regards transfer of shares or other securities held in dematerialized form and such transfers shall be registered in accordance with the applicable regulations of the Depositories Act;

Provided that where on an application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit. Waiving of instrument of transfer

Nothing in this Article shall prejudice the power of the Company to register, on receipt of an intimation of transmission of any right to securities by operation of law from any person to whom such right has been transmitted. This article does not apply to transmission cases

55. A transfer any security or other interest in the Company of a deceased Member thereof made by his legal representative shall, although the legal representative is not himself a Member, be as valid as if he had been a Member at the time of the execution of the instrument of transfer. Transfer by legal representative
56. (a) An application for the registration of a transfer of any share(s), debenture(s) or any other securities or other interest of a Member in the Company may be made either by the transferor or by the transferee. Application for registration of transfer
- (b) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered, unless the Company gives notice as per rules to the Act, of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice. Transfer of partly paid shares
- (c) For the purpose of sub-article (b) above, notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post. Service of notice to the transferee in the case of partly paid shares
- (d) Acquisition of shares by a person/group which could take in the aggregate his/ her/ its holding to a level of 5 per cent or more of the total paid-up capital of the Company (or such other percentage as may be prescribed by Reserve Bank of India from time to time) should be effected by such buyer(s) after obtaining prior approval of Reserve Bank of India. Prior RBI approval necessary for acquisition of shares in certain cases
57. The Board of Directors may refuse to register the transfer of any shares to the name of the transferee on any one or more of the following grounds : Board's power to refuse registration of transfer
- (a) That the instrument of transfer/common form transfer is not proper or has not been duly stamped and executed or comprises more than one class of shares or that the certificate relating to the shares has not been delivered to the Company or that any other requirement under the Law relating to the registration of such transfer has not been complied with.
- (b) That the transfer is in contravention of any law.
- (c) That the transfer is likely to result in such change in the composition of the Board of Directors as would be prejudicial to the interest of the Company or to the public interest and / or is in contravention of any statutory / regulatory guidelines, instructions or advices, as may be considered by the Board as 'sufficient cause' for refusal to be recorded in writing, in which event the concerned stock exchange shall be taken into confidence, when so required, as to the reasons for such rejection.
- (d) That the transfer is prohibited by any Order of the Court, Tribunal or other authority under any law for the time being in force.

(e) The Company shall within thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. 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.

58. Nothing in these presents shall prejudice the powers of the Company to refuse to register the transfer of any shares. Company's power to refuse transfer

59. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the Register of Members in respect thereof. Company to recognize transferee as member only upon registration of transfer

60. (a) Notwithstanding anything contained in Articles 54, 55 and 56 but subject to the provisions of Section 58 of the Act and the rules and regulations made there under and other applicable laws and the Banking Act, the Board may, at their absolute and uncontrolled discretion, decline to register or acknowledge any transfer of shares and by giving reasons for such refusal and in particular may so decline in respect of the shares upon which the Company has a lien or whilst any monies in respect of the shares desired to be transferred or any of them remain unpaid and such refusal shall not be affected by the fact that the proposed transferee is already a Member; Board may refuse to register transfer

Provided that registration of any 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.

(b) Without prejudice to the foregoing provisions and without limiting in any manner the generality of the above provisions, the Board may, at their absolute and uncontrolled discretion, refuse to register the transfer of any shares or other securities of the Company being shares or securities issued by the Company, in favour of any transferee whether individual, firm, group, constituent of a group, Body Corporate or Bodies Corporate under the same management or otherwise and whether in his or its own name or in the name of any other person if the total nominal value of the shares or other securities intended to be so transferred is not less than, or together with the total nominal value of any shares or other securities already held in the Company by such individual, firm, group, constituent of a group, Body Corporate or Bodies Corporate under the same management or otherwise will not be less than five per cent of the paid-up equity share capital of the Company (or such other limit as may be prescribed by the Reserve Bank of India from time to time) or, if the Board is satisfied that as a result of the proposed transfer of any shares or securities or block of shares or securities of the Company, a change in the composition of the Board of Directors or change in the controlling interest of the Company is likely to take place and

that such change would be prejudicial to the interest of the Company or to the public interest. For the purpose of this Article, the Board shall be entitled, inter alia, to rely upon this Article to form its own opinion as to whether such registration of transfer of any of its shares or other securities being not less than five per cent of the paid-up equity share capital of the Company, should be refused or not.

(c) Notwithstanding anything to the contrary, the restrictive provisions contained in the preceding sub-article (b) may not apply to the transfer of any shares or other securities made to and representing the own investment of any of the following:

- (i) public financial institutions within the meaning of Section 2 (72) of the Act;
- (ii) public sector banks;
- (iii) multilateral agencies, foreign banks and institutions; and
- (iv) public sector mutual funds being mutual funds sponsored, promoted or managed by a public financial institution or a public sector bank.

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| 61. If the Company refuses to register the transfer of any shares, it shall, within 30 days from the date on which the instrument of transfer is delivered to the Company, send to the transferee and the transferor notice of the refusal. | Notice of refusal of transfer |
| 62. Subject to the provisions of the Act, no transfer shall be made to a person who is of unsound mind. The Board may at their absolute discretion approve a minor, becoming a Member of the Company on such terms as the Board may stipulate. | Transfer to minor etc |
| 63. The instrument of transfer shall, after registration, be retained by the Company and shall remain in its custody. All the instruments of transfer which the Board may decline to register shall on demand be returned to the persons depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period as may be prescribed. | Custody of transfer deeds |
| 64. The executors or administrators of a deceased Member or a holder of a Succession Certificate or other legal representative in respect of shares of a deceased Member where he was a sole or only surviving holder shall be the only person whom the Company will be bound to recognize as having any title to the shares registered in the name of such Member and the Company shall not be bound to recognize such executors, administrators or holder unless such executors or administrators shall have first obtained probate or Letters of Administration or such holder is the holder of a Succession Certificate or other legal representation as the case may be, from a court of competent jurisdiction; | Title to shares of deceased member |

Provided that in any case where the Board, at their absolute discretion, thinks fit, may dispense with production of probate or Letters of Administration or Succession Certificate or other legal representation and under Article 65 register the name of any person who claims to be absolutely entitled to the share standing in the name of a deceased Member as a Member.

65. Any person becoming entitled to any share 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 presents, may, with the consent of the Board (which they 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 Article or of his title as the Board shall require, either be registered as a Member in respect of such shares or may subject to the regulations as to transfer contained in these presents transfer such shares to some other person. This Article is in these presents referred to as the “Transmission Clause”.
66. The Board shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration. Refusal of transmission
67. Every transmission of a share shall be verified in such manner as the Board may require and the Company may refuse to register any transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Board, at their discretion, shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Board to accept any indemnity. Evidence of transmission to be verified
68. (a) No fee shall be charged for transfer, transmission of shares/other securities. No fee shall be charged for registering probate , succession certificate, letter of administration, certificate of death or marriage , power of attorney or similar other documents. Fee on transfer/ transmission
- (b) Subject to the provision of Section 91 of the Act, the registration of transfer / transmission may be suspended at such times and for such periods as the Board may from time to time determine. Board’s power to suspend registration of transfer/ transmission

69. The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by the 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 or in the same shares 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 them of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do so 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.
- Company not liable for disregard of a Notice against registration of transfer

The provision of these Articles shall be subject to the applicable provisions of the Act, the rules and any requirements of applicable Law.

INCREASE, REDUCTION AND ALTERATION OF CAPITAL

70. Subject to the provisions of said Acts, the Company may from time to time increase its share capital by such sums to be divided into shares of such amount, as may be specified in the resolution issuing new shares.
- Power to increase capital
71. Subject to the provisions of the Act and these presents, the new shares (except such of them as shall be unclassified shares subject to the provisions of Article 12) shall be issued upon such terms and conditions and with such rights and privileges annexed and in particular such shares may be issued with a preferential or qualified right to dividends and in distribution of the assets of the Company.
- Conditions as to issue of new shares
72. Subject to the provisions of the Act and these presents, the new shares (resulting from an increase of capital as aforesaid) may be issued or disposed of by the Company in General Meeting or by the Board under their powers in accordance with the provisions of Articles 10, 11, 12, 13 and the following provisions:-
- Further issue of capital, offer and disposal
- (a) (i) Such new shares may be offered to persons who, at the date of the offer, are holders of equity shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer.
- (ii) The offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

- (iii) The offer aforesaid shall include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in aforesaid clause shall contain a statement of this right;
- (iv) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the Company; or

Provided that the right of the renounees for the share allotment shall be subject to the right of refusal by the Board under Article 57 (b), (c) and (d) of these Articles in the same manner as applicable to transfer of shares, and further subject to other terms and conditions, if any, whatsoever as may be decided by the Company in General Meeting or by the Board of Directors and stipulated in the terms of issue.

- (b) The new shares may be offered to employees under a scheme of employees' stock option, subject to special resolution passed by the Company and on satisfying other conditions as prescribed by the Act and the Rules, Guidelines and other regulations made in this regard under any of the laws.
- (c) The new shares may also be offered to any persons, whether or not such persons include persons mentioned in clause (a) and (b) of this Article, if it is authorised by a special resolution, either for cash or for consideration other than cash, if the price of such share is determined by the valuation report of a registered valuer, and such other conditions as prescribed by the Act and the Rules, Guidelines and other regulations made in this regard under any of the laws are satisfied.
- (d) Nothing in this article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company.

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.

- (e) Notwithstanding anything contained in sub-article (d), debentures issued to or loan obtained from any Government by the Company or any part thereof may be converted into shares in the Company even if

terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion, in accordance with the provisions of section 62 of the Act, and where such conversion has the effect of increasing the authorised share capital of the Company, the memorandum of association of the Company shall stand altered and the authorised share capital of the Company shall stand increased by an amount equal to the amount of the value of shares which such debentures or loans or part thereof has been converted into.

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| 73. | Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender, voting and otherwise. | Status of new shares vis-à-vis original shares |
| 74. | Subject to the provisions of section 61 of the Act and Rules thereto, the Company may alter the condition of shares as contained in its Memorandum and Articles of Association as follows :

(a) increase its authorised share capital by such amount as it thinks expedient;

(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person. | Power to sub-divide, consolidate, cancel shares |
| 75. | Subject to the provisions of the Act and the Rules and regulations as may be issued/notified by competent authority, the Company may buy back its own shares or other securities. | Buy back of shares |
| 76. | The Company may, reduce its share capital in accordance with relevant statutory provisions that may be in force at the time of reduction. | Reduction of share capital |

ANTI – DILUTION

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| 77. | Notwithstanding anything contained under these Articles and unless otherwise agreed to in writing by the Company and the Majority Shareholder, the Company shall not, at any time after the Completion Date and until the Fall Away Date, issue any Equity Securities of any type or class to any Person (“Proposed Issuance”) unless the Company has offered the Majority Shareholder the right to subscribe for up to such number of Equity Securities as would result in the percentage of the Majority Shareholder’s shareholding in the Company | Anti - dilution |
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immediately following the completion of the Proposed Issuance, on a Fully Diluted Basis, being maintained at the same percentage as the percentage of the Majority Shareholder's shareholding in the Company immediately prior to the completion of the Proposed Issuance, on a Fully Diluted Basis ("Majority Shareholder's Pro Rata Share") in accordance with Article 77 to Article 78, Section 12B of Banking Act, and Master Direction/circular issued by Reserve Bank of India, from time to time, on shareholding and voting rights in private sector Banks. The Majority Shareholder may, subject to applicable Law/rules and regulations, choose to exercise such right itself or through renunciation in favour of an Affiliate.

78. Process

- Process to issue equity securities to the Majority Shareholder under Article 77 Anti-Dilution
- (a) Unless otherwise agreed to in writing by the Company and the Majority Shareholder, the Company shall, no later than 30 (thirty) Business Days prior to the date on which the Proposed Issuance is intended to be undertaken, deliver to the Majority Shareholder written notice ("**Offer Notice**") in relation to the Proposed Issuance setting forth (i) the number, type and terms of the Equity Securities proposed to be issued pursuant to the Proposed Issuance ("**New Securities**"), including the subscription consideration payable for the subscription for such New Securities, and (ii) the number of New Securities that represents the Majority Shareholder's Pro Rata Share of the Proposed Issuance and for which the Majority Shareholder is entitled to subscribe.
- (b) Unless otherwise agreed to in writing by the Company and the Majority Shareholder, the Majority Shareholder may, if it elects to exercise its rights under Article 77 and Article 78, deliver a written notice to the Company, within 15 (fifteen) Business Days from the date of the Offer Notice ("**Offer Period**"), specifying the number of New Securities to be subscribed for the Majority Shareholder and the aggregate subscription price payable by the Majority Shareholder for the subscription to such New Securities. The Company and/or the Majority Shareholder, as the case may be, shall apply for and obtain all such consents as may be applicable, and take all necessary corporate actions as may be required to issue the New Securities that the Majority Shareholder has elected to subscribe for to the Majority Shareholder within 30 (thirty) Business Days from the date of the Offer Notice, and in any event simultaneously with the completion of the issuance of New Securities to any other Person pursuant to the Proposed Issuance.
- (c) Unless otherwise agreed to in writing by the Company and the Majority Shareholder, if the Majority Shareholder does not elect to subscribe for all of the New Securities representing the Majority Shareholder's Pro Rata Share of the Proposed Issuance, the Company may, at its election following the expiration of the Offer Period and within a period of 3 (three) months from the date of the Offer Notice, issue any remaining New Securities that the Majority Shareholder has not elected to subscribe for to any Person pursuant to the Proposed Issuance at a price and upon terms not more favourable to the such Person than those contained in the Offer Notice. In the event the Company has not completed the Proposed Issuance within 3 (three) months from the date of the Offer Notice, the Company shall not thereafter issue any Equity Securities

to any Person without first being required to re-offer the Majority Shareholder the right to subscribe to such Equity Securities in accordance with Article 77 and Article 78.

79. Issuance of equity shares pursuant to the ESOP Plans. Unless otherwise agreed to in writing by the Company and the Majority Shareholder, in the event that the Company proposes to issue any equity shares pursuant to the exercise of any employee stock options under the ESOP Plans, such issuance of equity shares shall also be deemed a Proposed Issuance, and the Company shall be required to comply with the provisions of Article 77 and Article 78, provided that in such instance, the price at which the Investor shall be entitled to subscribe to the Majority Shareholder's Pro Rata Share of the Proposed Issuance shall be the fair market value of such equity shares.
- Offer of Equity Shares pursuant to Article 77-Anti-Dilution

MODIFICATION OF CLASS RIGHTS

80. Where at any time the Share Capital is divided into different classes of shares, the rights attached to the shares of any class, unless otherwise provided by the terms of issue of the shares of that class, may be varied in accordance with relevant provisions of the Act and Rules made there under:
- Variation of rights of any class of share holders

Provided that the rights attached to the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

JOINT-HOLDERS

81. Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these presents:
- Joint holders
- (a) The Company shall be entitled to decline to register more than three persons as the joint-holders of any share.
- Maximum three persons as joint holders
- (b) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
- Jointly and severally liable on the shares

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| (c) On the death of any such joint-holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as they may deem fit and 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 of survivors.
Estate of the deceased share holder remains liable on the shares |
| (d) Any one of such joint-holders may give effectual receipts for any dividends or other monies payable in respect of such share. | Receipt of one joint holder is effectual discharge |
| (e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notice from the Company and any notice given to such person shall be deemed notice to all the joint holders. | Delivery of certificates / documents on the first named holder |
| (f) Any one of two or more joint-holders may vote at any meeting, either personally or by attorney or by proxy, in respect of such share as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then, that one of such persons so present whose name stands first or higher (as the case may be) in the Register in respect of such share shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to be present at the meeting, provided always that a joint-holder present at any meeting personally shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or proxy stands first or higher (as the case may be) in the Register in respect of such shares. Several executors or administrators of a deceased Member in whose (deceased Member's) sole name any share stands shall, for the purpose of this clause, be deemed joint-holders. | Votes of joint holders |

BORROWING POWERS

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| 82. Subject to the relevant provisions of the said Acts, the Board of Directors may from time to time, by a resolution passed at a meeting of the Board, borrow monies and may generally raise and secure the payment 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 the issue of bonds, perpetual or redeemable debentures or debenture stock or promissory notes or any other instruments by creating any mortgage or charge or other security on the undertaking or the whole or any part of the property or undertaking of the Company, both present and future. | Board's power to borrow |
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Provided that the Board shall not borrow monies, where monies to be borrowed together with the monies borrowed by the Company, apart from temporary loans obtained in its ordinary course of business and except as otherwise provided hereafter, shall exceed the aggregate of the paid-up capital of the Company, its free reserves, that is to say, reserves not set apart for any specific purpose and securities premium, except with the sanction of the company in General Meeting:

Restrictions on Board's power to borrow

Provided, further, that:

- (a) nothing contained hereinabove shall apply to any sums of monies borrowed by the Company from any other banking companies or from the Reserve Bank of India, State Bank of India or any other bank established by or under any law for the time being in force;
- (b) acceptance by the Company in the ordinary course of business of deposits of monies shall not be deemed to be borrowing of monies by the Company for the purpose aforesaid.

Provided, further, that the Company shall not create:

- (a) charge upon any unpaid capital of the Company; and
- (b) a floating charge on the undertaking or any property of the Company or any part thereof unless the creation of such floating charge is certified in writing by the Reserve Bank of India as provided in the Banking Act.

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| 83. | Any bonds, debentures, debenture stock or other debt securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company. | Bonds, debentures etc are under control of the Board |
| 84. | Debentures, debenture stock, bonds or other debt securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. | Debt securities may be made assignable free from any equities |
| 85. | Subject to the provision of the said Acts, any bonds, debentures, debenture stock or other debt securities may be issued at a discount, premium or at such price as may be decided by the Board and with any special privileges as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors or otherwise. Provided that debentures with the right to conversion into or allotment of shares or conversion into equity shares shall be issued only with the consent of the Company in the General Meeting by a special resolution. | Mode of issuance of debt securities |

86. The Board shall cause a proper register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Act in regard to registration of mortgages and charges and in regard to inspection to be given to creditors or Members of the Register of Charges and of copies of instruments creating charges. Such sum as may be prescribed by the Act shall be payable by any person other than a creditor or Member of the Company for each inspection of the Register of Charges.

Register of
Charges

MEETINGS

87. The Company shall, in each year, hold, in addition to any other meetings, a general meeting which shall be styled as its “Annual General Meeting” in accordance with the provisions of Section 96 of the Act.
88. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
89. The Board of Directors may, whenever they think fit, and shall, on the requisition of such number of Members of the Company as is specified in sub-article (c) of this Article forthwith proceed and call an Extraordinary General Meeting of the Company and in case of such requisition the following provisions shall apply:
- (a) The requisition shall set out the matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or by electronic means.
- (b) The requisition may consist of several documents in like form, each signed by one or more requisitionists.
- (c) The number of Members entitled to requisition a meeting with regard to any matter shall be such number of them as hold at the date of the receipt of the requisition by the Company, not less than one-tenth of such of the paid-up capital of the Company as at that date carries the right of voting in regard to that matter.
- (c) Where two or more distinct matters are specified in the requisition, the provisions of sub-article (c) above shall apply separately in regard to each such matter and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that sub-article is fulfilled.

Annual
General
Meeting

Extraordinary
General
Meetings.
Calling of
Extraordinary
General
Meetings and
requirements

- (e) If the Board does not, within 21 days from the date of the receipt of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than 45 days from the date of the receipt of the requisition, the meeting may be called and held by the requisitionists themselves or by such of the requisitionists as represent either a majority in value of the paid-up share capital held by all of them or not less than one-tenth of such of the paid-up share capital of the Company as is referred to in sub-article (c) above, whichever is less. However, for the purpose of this sub-article, the Board shall, in the case of a meeting at which a resolution is to be proposed as a Special Resolution, give such notice thereof as is required by the Act.
- (f) A meeting called under sub-article (e) above by the requisitionists or any of them:
- (i) shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board, but
 - (ii) shall not be held after the expiration of three months from the date of the deposit of the requisition;

Provided that nothing contained in clause (ii) of sub-article (f) shall be deemed to prevent a meeting duly commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period.

- (g) Where two or more persons hold any share or interest in the Company jointly, a requisition or a notice calling a meeting, signed by one or some only of them shall, for the purposes of this Article have the same force and effect as if it had been signed by all of them.
- (h) Any reasonable expense incurred by the requisitionists by reason of the failure of the Board to call a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.
90. (a) At least 21 (twenty one) clear days' prior notice of a General Meeting (unless any consent for a shorter notice period is obtained in accordance with Law) shall be given to the Shareholders (in writing or through electronic mode) setting out an agenda identifying in reasonable detail the matters to be discussed. Notice period of General Meetings
- (b) General Meeting may be called after giving shorter notice than that specified in sub-article (a) above if consent is accorded thereto in writing or by electronic mode by not less than ninety five percent of the members entitled to vote at such meeting.

Provided that where any Members of the 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 of this sub-article in respect of the former resolution or resolutions and not in respect of the latter.

91. (a) Every notice of a meeting of the Company shall specify the place, date and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat. Contents of Notice
- (b) Notice of every meeting of the Company shall be given: Service of Notice to members etc
- (i) to every member of the Company, legal representative of any deceased member or the assignee of an insolvent member, in any manner authorized by Section 20, 101 and 108 of the Act and the Rules made thereunder, or in such other manner as may be permitted by the Central Government.
- (ii) to the Auditor or Auditors for the time being of the Company in the manner authorized by Section 20 of the Act or in such other manner as may be permitted by the Central Government in the case of any Member or Members of the Company and
- (iii) to every Director of the Company.
- (c) The 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 at the meeting.
92. (a) In the case of an Annual General Meeting, all business to be transacted at the meeting shall be deemed special, with the exception of business relating to: Ordinary and Special businesses at General Meetings
- (i) the consideration of financial statements, and reports of the Board of Directors and Auditors;
- (ii) the declaration of a dividend;
- (iii) the appointment of Directors in the place of those retiring; and
- (iv) the appointment of and the fixing of remuneration of the Auditors.
- (b) In the case of any other meeting, all business shall be deemed special.

- (c) Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern or interest, financial or otherwise, if any, in respect of each items therein, of every Director and the Manager, if any, every other Key Managerial Personnel (KMP), and relatives of Directors, Managers and Key Managerial Personnel; and any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon

Explanatory statement to be annexed to Notice; and its contents

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

- (d) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement aforesaid.

93. (a) A resolution shall be an ordinary resolution if the notice required under the Act has been duly given and it is required to be passed by the votes cast, whether on a show of hands, or electronically or on a poll, as the case may be, in favour of the resolution, including the casting vote, if any, of the Chairman, by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy or by postal ballot, exceed the votes, if any, cast against the resolution by members, so entitled and voting.

Ordinary and Special Resolutions

- (b) A resolution shall be a Special Resolution when:

- (i) the intention to propose the resolution as a Special Resolution has been duly specified in the notice calling the General Meeting or other intimation given to the Members of the resolution;
- (ii) the notice required under the Act has been duly given of the General Meeting; and
- (iii) the votes cast in favour of the resolution (whether on a show of hands, or on a poll, or electronically, as the case may be), by Members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, or by postal ballot, are not less than three times the number of the votes, if any, cast against the resolution by Members so entitled and voting.

94. (a) Where, by any provision contained in the Act or in these presents, special notice is required of any resolution, notice of the intention to move such resolution shall be given to the Company by such number of members holding not less than one percent of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, or as may be prescribed by the Act from time to time, has been paid-up and the Company shall give its members notice of the resolution as per the provisions of Section 115 of the Act and Rules thereto. Resolutions requiring special notice
- (b) The Company shall immediately after receipt of the notice, give its members notice of the resolution at least seven days before the meeting, exclusive of the day of dispatch of notice and day of the meeting, in the same manner as it gives notice of any general meetings .
95. (a) The Board shall have power for proper reasons and in the interest of the Company, to postpone any General Meeting called or convened but not actually commenced, by giving due notice of postponement to those entitled to receive the meeting notice. Further, no business shall be transacted at the postponed meeting other than the business of the original meeting which is postponed. If any fresh business is transacted at the postponed meeting, all Statutory / Regulatory provisions as are applicable in the case of an original meeting with respect to those businesses, shall be complied with. Board's power to postpone or cancel General Meetings called but not commenced
- (b) The Board shall have power to cancel a General Meeting (other than an Annual General Meeting or an Extra Ordinary General Meeting called on requisition by members), called or convened but not actually commenced, by giving due notice of cancellation to those entitled to receive the meeting notice.
- (c) Any exercise of power by the Board under the above sub-clauses to postpone or cancel a General Meeting as the case may be, shall not be deemed to prejudice the rights and obligations of any member or other interested parties.

PROCEEDINGS AT GENERAL MEETING

96. The quorum for general meeting shall be 30 (Thirty) members personally present Quorum

No business shall be transacted at any General Meeting unless the requisite quorum be present when the Meeting proceeds to business.

97. No business shall be discussed at any General Meeting except the election of a Chairman whilst the Chair is vacant. Business confined to election of chairman while Chair is vacant
98. (a) The Chairman, if any, of the Board shall preside as Chairman at every General Meeting of the Company. Chairman of General Meeting
- (b) If there be no Chairman or if at any meeting he shall not be present within 15 minutes after the time appointed for holding such meeting, or is unwilling to act, the Managing Director shall be entitled to act as the Chairman of such meeting failing which the Non-Rotational Directors present may choose one of their number to act as Chairman of the meeting and in default of their doing so, the Members present shall choose one of the Directors to take the Chair and if no Directors present be willing to take the Chair, the Members present shall choose one of their number to be the Chairman of the meeting.
99. If within half an hour from the time appointed for the General Meeting, a quorum be not present, the meeting, if convened on the requisition of shareholders, shall be dissolved and in any other case, shall stand adjourned to the same day in the next week, at the same time and place or to such other date and to such other day and at such other time and place as the Directors may determine. If at such adjourned meeting also, a quorum, be not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum and may transact the business for which the meeting was called. Adjournment of meeting when quorum not present
100. (a) The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time, and from place to place. Adjournment of meeting
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for more than 30 days, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Save as aforesaid and as provided in section 103 of the Act, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned Meeting.
- 101 (a) At any General Meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded as per the Act be carried out electronically. Proof of resolution passed

- (b) In respect of Resolutions passed by e-voting a brief report on the e-voting conducted including the Resolution proposed, the result of the voting thereon and the summary of the scrutiniser's report shall be recorded in the Minutes Book and signed by the Chairman or in the event of death or inability of the Chairman, by any Director duly authorised by the Board for the purpose, within thirty days from the date of passing of Resolution by e-voting.
102. (a) Subject to section 109 of the Act and the Rules made there under, before or on the declaration of the result of the voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the Meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any Member or Members present in person or by proxy :
- Demand for poll
- (i) and having not less than one-tenth of the total voting power or
- (ii) holding shares on which an aggregate sum of not less than five lakh rupees or such higher amount as may be prescribed by the Act and Rules thereto from time to time, has been paid-up; or
- (b) The demand for a poll may be withdrawn at any time by the person who made the demand.
103. (a) If found necessary, if a poll is demanded on the election of a Chairman or on a question of adjournment of meeting, it shall be taken forthwith and without adjournment.
- Time of taking poll
- (b) A poll demanded on any other question shall be taken at such time not being later than 48 hours from the time when the demand was made, as the Chairman may direct.
104. On a poll taken at a meeting of the Company, a Member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
- Right of member to use his votes differently
105. Where a poll is to be taken, the Chairman of the Meeting shall appoint such number of persons, as he deems necessary, to scrutinize the poll process and votes given on the poll and to report thereon to him in accordance with the provisions of Section 109 of the Act and the rules thereto.
- Scrutineers at poll
106. (a) Subject to the provisions of the Act, the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.
- Manner of taking poll and result thereof
- (b) The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

107. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a Member. Chairman's casting vote in case of equality of votes
108. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the item on which the poll has been demanded. Demand for poll not to prevent transaction of other businesses
109. The Company shall cause Minutes of all proceedings of General Meetings to be entered in books kept for that purpose. The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat. All appointments of officers made at any of the meetings shall be included in the Minutes of the meeting. Any such Minutes, if purporting to be signed by the Chairman of the meeting at which the proceedings took place or in the event of death or inability of that Chairman, by a Director duly authorized by the Board for the purpose, shall be evidence of the proceedings. Minutes of General Meetings
110. The books containing Minutes of proceedings of General Meetings of the Company or of a resolution passed by postal ballot shall be kept at the Registered Office of the Company and shall be open to the inspection of any Member without charge, between 11 a.m. and 1 p.m. on all business days. Inspection of Minutes Book
111. Any member shall be entitled to be furnished, within seven working days or such other period as prescribed by the Act and Rules thereto from time to time, after he has made a request in that behalf to the Company, with a copy of any minutes of any general meeting, on payment of Rs. 10 (Rupees Ten Only) or such other amount as prescribed by the Act and Rules thereto from time to time, for each page or part of any page. Members' right to obtain Minutes
112. The members may also participate in meetings through electronic mode if and when the said facility is provided by the Company, subject to the Rules and Regulations as may be notified by the Central Government from time to time. Participation of members in meetings through electronic mode

VOTES OF MEMBERS

113. Subject to the provisions of Section 47 of the Act :

- (a) every member of the Company holding equity share capital therein, shall have a right to vote on every resolution placed before the Company; and
- (b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the Company.
- Entitlement to votes

Provided that the voting rights shall be subject to ceiling on total voting rights as prescribed by the Reserve Bank of India from time to time under the Banking Act.

Provided that the Member may cast his vote on physical ballot or through electronic mode as stipulated under the Act and Rules thereto.

114. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

Votes of joint holders

115. 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.

Voting by members of unsound mind

116. A body corporate (whether a company within the meaning of the Act or not) may, if it is a Member, by resolution of its Board of Directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company in accordance with the provisions of Section 113 of the Act. The production at the meeting, of a copy of such resolution duly signed by one Director of such Body Corporate or by a member of its governing body and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the validity of his appointment.

Voting by corporate members

117. Any person entitled under the Transmission Clause to transfer any shares may vote at the General Meetings in respect thereof as if he was the registered holder of such shares provided that at least 48 hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

Votes in respect of shares of deceased members

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

Proxy

(b) In every notice calling a meeting of the Company, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and that a proxy need not be a Member.

119. Votes may be given either personally or by attorney or by proxy or, in the case of a Body Corporate, by a representative duly authorized as aforesaid. Manner of voting
120. Every instrument of proxy whether for a specified meeting or otherwise shall be in writing under the hand of the appointer or his attorney authorized in writing or if such appointer is a body corporate, under its Common Seal or the hand of an officer or an attorney duly authorized by it and shall, as nearly as circumstances will admit, be in the form specified in the Rules made under section 105 of the Act. Execution of proxy and format thereof
121. No person shall act as proxy unless the instrument of his appointment and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority shall have been deposited at the Office atleast 48 hours before the time for holding the meeting at which the person named in the instrument of proxy proposes to vote and in default the instrument appointing the proxy shall not be treated as valid. No attorney shall be entitled to vote unless the power of attorney or other instrument appointing him as attorney or a notary certified copy thereof has either been registered in the records of the Company at any time not less than 48 hours before the time of the meeting at which the attorney proposes to vote or is deposited at the Office not less than 48 hours before the time of such meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may by notice in writing addressed to the Member or the attorney atleast seven days before the date of a meeting require him to produce the original Power of Attorney or authority and unless the same is thereupon deposited with the Company not less than 48 hours before the time fixed for the meeting, the attorney shall not be entitled to vote at such meeting unless the Directors, at their absolute discretion, excuse such non-production and deposit. Every Member entitled to vote at a meeting of the Company or on any resolution to be moved there at shall be entitled during the period beginning 24 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 that not less than three days notice in writing of the intention so to inspect is given to the Company. Deposit of proxy etc and their inspection
122. If any such instrument of appointment be confined to the object of appointing a proxy or substitute for voting at meetings of the Company, it shall remain permanently or for such time as the Board may determine, in the custody of the Company and if embracing other objects, a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company. Custody of the instrument

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| 123. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of any Power of Attorney under which such proxy was signed or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the Office of the Company before the meeting. | Validity of votes given by proxy notwithstanding death of member etc. |
| 124. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy not disallowed at such meeting or poll, shall be deemed valid for all purposes of such meeting or poll whatsoever. | Objection to validity of votes |
| 125. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. | Chairman to decide on validity of votes |
| 126. Any Member whose name is entered in the Register of Members of the Company shall enjoy the same rights and be subject to the same liabilities as all other Members of the same class. | Pari passu rights of members of the same class |
| 127. No member shall exercise any voting right 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, and has exercised, any right of lien | No voting right on share having dues or subject to lien |

DIRECTORS

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| 128. Unless otherwise agreed to in writing by the Company and the Majority Shareholder, the Board of Directors shall consist of a maximum of 11 (eleven) directors, including the Majority Shareholder Directors. The Majority Shareholders shall have the right to appoint directors not exceeding 4 (four) at a time, in proportion to their inter-se shareholding in the Company. However the majority of the Board of Directors shall be independent directors. | Number of Directors |
| <p>The maximum number of 11 (eleven) directors does not include the directors appointed by the Reserve Bank of India, if any pursuant to Section 36AB of the Banking Act. Not less than fifty one percent of the total number of directors shall be persons who satisfy the conditions laid down in Section 10A (2) of the Banking Regulation Act, 1949.</p> | |
| 129. The first Directors of the Company are : | First Directors |
| <ol style="list-style-type: none"> 1. Shri. Chakkola Palu Lonappen 2. Shri. Alangattukaren Devassy Kuriappen 3. Shri. Maliammavu Lona Mathew 4. Shri. Kattukaren Varunny Ouseph 5. Shri. Chalissery Anthony Mani 6. Shri. Chettupuzhakkaren Kunjuvareed Varied 7. Shri. Injodikkaren Inasu Iyyappen 8. Shri. Chalakkal Rappai Iyyunni 9. Shri. Attokaren Pyloth Varunny 10. Shri. Maliakkal Devassy Pyloth | |

11. Shri. Erinjery Varunny Ouseph

130. Subject to the provisions of the Act,

(a) Not less than two thirds of the total number of Directors shall be persons whose period of office is liable to be determined by retirement through rotation and shall be appointed by the Company in general meeting. Total number of Directors for this purpose shall not include independent Directors, whether appointed under the Act or any other Law for the time being in force. The Majority Shareholder Directors, if required to retire by rotation under the Act, shall retire by rotation and shall be eligible for re-appointment to the Board in accordance with the provisions of the Act.

Retiring Directors

(b) Subject to the provisions of the Act and the applicable Law, the remaining number of directors including the Chairman, Managing Director and whole-time Director, but not exceeding one-third of the total number of Directors, may be appointed by the Board of directors and shall not be liable to retire by rotation.

Non –Rotational Directors

Provided that subject to covenants, if any and provisions of Section 169 of the Act, the Board shall have power to terminate the appointment of any non- rotational director appointed by the Board under this sub-clause, before the expiry of his term of appointment.

Termination of appointment of Non Rotational Directors

131.

(a) Unless otherwise agreed to in writing by the Company and Majority Shareholder, for as long as the Majority Shareholder holds such number of Equity Securities as represents at least 12% (twelve per cent) of the Equity Share Capital on a Fully Diluted Basis, the Majority Shareholder shall have the right to nominate to the Board of Directors, 4 (four) Directors (collectively, the “Majority Shareholder Directors”). The Majority Shareholder Directors nominated to the Board will be required to comply with such provisions as may be applicable to non-executive Directors of a banking company in India under applicable Law. The Majority Shareholder Directors, if required to retire by rotation under the Act, shall retire by rotation and shall be eligible for re-appointment to the Board in accordance with the provisions of the Act.

Majority Shareholder Directors

(b) The Majority Shareholder Directors shall be non-executive Directors, who shall have no responsibility for the day-to-day management of the Company.

132. No Director shall be required to hold any qualification shares in the Company.

No qualification shares for Directors’

133. The Board shall have power at any time and from time to time, to appoint a person as an additional Director, provided the number of the Directors and the additional Director together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Such person shall hold office only up to the date of the next annual general meeting of the Company, but shall be eligible for appointment by the Company as a Director at that meeting subject to the provisions of the Act. Appointment of additional Director
134. Subject to the provisions of Section 161 of the Act and Rules made there under any statutory amendment or modification thereto, if the office of any Director appointed by the Company in General Meeting is vacated before his term of office will expire in the normal course, the resulting casual vacancy may be filled up by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting. Appointment of Director in casual vacancy
135. Subject to the provisions of Section 161 of the Act, any requirements of applicable Law and any statutory amendment or modification thereto, the Board shall have power at any time and from time to time to appoint a person not being a person holding any alternate directorship for any other Director in the Company or holding directorship in the same Company, as Alternate Director to act for a Director during the latter Director's absence for a period of not less than three months from India. Appointment of alternate Director
- Subject to the provisions of Section 161 of the Act and Rules made there under and any statutory amendment or modification thereto, the Board may appoint any person as a Director nominated by any institution in pursuance of the provisions of any Law for the time being in force or of any agreement.
136. (a) Every Director including Chairman but excluding the Managing Director or the whole time Director attending meetings of the Board of Directors or of their Committees, shall be entitled to and be paid such sitting fee per sitting of the Board of Directors or of their Committees as the Board may from time to time determine within the ceiling, if any, prescribed under the Act or Rules made there under. They shall also be entitled to and be paid such travelling, hotel and other expenses as may reasonably be incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of the Board of Directors or of their Committees or in connection with the business and affairs of the Company. No Director who is in service of the government or Regulatory Body shall be entitled to receive any sitting fees, allowances or remuneration under this article or other provisions of these presents except as authorized by the Government / Regulatory Body. Payment of sitting fees and expenses to Directors

- (b) If any Director other than the Managing Director shall be called upon to advise the Company as an expert or be called upon to perform extra services for the Company, the Company shall pay to such director such special remuneration as the Board shall deem fit in accordance with statutory provisions. Payment of remuneration to directors for extra services rendered
137. No person shall be qualified to be a Director if his appointment is in contravention of any law or guideline in force or if by amendment of any Law or guideline, his continuance in office is in contravention of such Law or guideline, he shall immediately vacate his office; on such vacation he shall not be entitled to any compensation. Disqualifications for appointment and continuing to hold appointment as Director
138. Subject to the provisions of the Act, the continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company and for no other purpose. How Directors to act in the absence of quorum
139. The office of a Director shall become vacant in case — Vacation of office of the director
- (a) he incurs any of the disqualifications specified in section 164 of the Act;
- Provided that where he incurs disqualification under sub-section (2) of section 164, the office of the Director shall become vacant in all the companies, other than the Company.
- (b) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
- (c) he acts in contravention of the provisions of section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
- (d) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184 of the Act;
- (e) he becomes disqualified by an order of a court or the Tribunal;
- (f) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months:

Provided that the office shall be vacated by the Director in case of orders referred to in clauses (e) and (f) -

- i) for thirty days from the date of conviction or order of disqualification;
 - ii) where an appeal or petition is preferred within thirty days as aforesaid against the conviction resulting in sentence or order, until expiry of seven days from the date on which such appeal or petition is disposed of; or
 - iii) where any further appeal or petition is preferred against order or sentence within seven days, until such further appeal or petition is disposed of.
- (g) he is removed in pursuance of the provisions of the Act;
- (h) he, having been appointed a Director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, ceases to hold such office or other employment in that company.
- (i) he resigns office by notice in writing addressed to the Company or to the Board;
- (j) he is disqualified from being appointed or continuing to hold appointment as a Director under any of the provisions of the said Acts, Rules, Regulations and Guidelines.

ROTATION OF DIRECTORS

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|---|--|
| 140. At every Annual General Meeting of the Company, one third of such Directors for the time being as are liable to retire by rotation as per applicable Law or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. | Proportion of directors to retire by rotation |
| 141. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall (unless they otherwise agree among themselves) be determined by lot. | Determination of directors to retire by rotation |
| 142. A retiring Director shall be eligible for re-election. | Retiring director eligible for re-election |
| 143. The Company, at the Annual General Meeting at which a Director retires in the manner aforesaid, may fill up the vacated office by appointing the retiring Director or some other person in his place. | Company to fill up vacancy |

144. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place, and if at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless:
- Deemed re-appointment
of the retiring director
- (i) at that meeting or at the previous meeting, a resolution for the re-appointment of such Director has been put to the meeting and lost;
 - (ii) the retiring Director has, by a notice in writing addressed to the Company or the Board of Directors, expressed his unwillingness to be so re-appointed;
 - (iii) he is not qualified or is disqualified for appointment;
 - (iv) a Resolution, whether Special or Ordinary, is required for his appointment or re-appointment by virtue of any provisions of the Act.
 - (v) Section 162 shall be applicable to any such appointment.
145. (a) At a general meeting of a Company, a motion for the appointment of two or more persons as directors of the Company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.
- Appointment of
Directors to be voted
on individually
- (b) A resolution moved in contravention of sub-article (a) above shall be void whether or not any objection was taken at the time to its being so moved.
- (a) For the purposes of this Article, a motion for approving a person's appointment or for nominating a person for appointment as a Director shall be treated as a motion for his appointment.

146. (a) Subject to the provisions of the said Acts and these presents, a person who is not a retiring Director shall, subject to the provisions of the Act, be eligible for appointment to the office of a Director at any general meeting, if he, or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the registered office of the Company, a notice in writing under his hand signifying his candidature as a Director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of such amount as prescribed by the Act and Rules thereto which shall be refunded to such person or, as the case may be, to the member, if the person proposed gets elected as a Director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution.

Right of persons other than retiring Directors, to stand for directorship

Provided that the requirements of deposit of amount shall not apply in case of appointment of an independent Director or a Director recommended by the Nomination & Remuneration Committee of the Board.

- (b) The Company shall, at least seven days before the general meeting, inform its members of the candidature of a person for the office of a Director or the intention of a member to propose such person as a candidate for that office-
- (i) by serving individual notices, on the members through electronic mode to such members who have provided their email addresses to the Company for communication purposes, and in writing to all other members; and
- (ii) by placing notice of such candidature or intention on the website of the Company, if any

Company to inform members, of the candidature or proposal

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

- (c) The Board shall ensure that the appointment of Directors of the Company, and their retirement shall be in accordance with the provisions of the said Acts and any other applicable Law.
- (d) Every person who has been appointed to hold the office of a Director shall on or before the appointment furnish to the Company a consent in writing to act as such.

Appointment and retirement of Directors, to be in compliance with Law

Consent of candidate for directorship, to be filed with the Company

147. (a) Subject to the provisions of Section 169 of the Act, the Company may by Ordinary Resolution remove a Director before the expiry of his period of office after giving him a reasonable opportunity of being heard. Nothing in this sub-clause shall be taken as derogating from any power to remove a Director which may exist in these presents apart from this sub-clause. An independent director re-appointed for second term under sub-section (10) of Section 149 shall be removed by the Company only by passing a special resolution and after giving him a reasonable opportunity of being heard.
- (b) Special Notice shall be required of any resolution to remove a Director under this Article or to appoint somebody instead of a Director so removed at the meeting at which he is removed.
- (c) On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned, and the Director (whether or not he is a Member of the Company) shall be entitled to be heard on the resolution at the meeting.
- (d) Where notice has been given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representation in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so,—
- (i) in any notice of the resolution given to members of the Company, state the fact of the representation having been made; and
- (ii) send a copy of the representation to every member of the Company to whom notice of the meeting is sent (whether before or after receipt of the representation by the Company), and if a copy of the representation is not sent as aforesaid due to insufficient time or for the Company's default, the Director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting.
- (e) A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, be filled by the appointment of another Director in his stead, by the meeting at which he is removed, provided Special Notice of the intended appointment has been given under sub-article (b) above. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.
- (f) If the vacancy is not filled under sub-article (e) of this Article, it may be filled as a casual vacancy in accordance with the provisions of the Act

Removal of Directors

Filling up of vacancy caused by the removal of director

Provided that the Director who was removed from office shall not be reappointed as a Director by the Board of Directors. Prohibition on re-appointment of removed director, by the Board

CHAIRMAN - MANAGING DIRECTOR - WHOLE-TIME DIRECTOR - EXECUTIVE DIRECTOR

148. (a) Subject to the provisions of the said Acts and these presents, the Board of Directors of the Company shall be entitled to appoint from time to time, one or more of the Directors to act as Part-time Chairman or a Managing Director or Managing Director(s) and/or Whole-time Director or Whole-time Director(s) of the Company for such term not exceeding five years at a time as the Board of Directors may think fit, but shall be eligible for re-appointment. Subject to provisions of any contract between him / them and the Company, the Board may also remove or dismiss him or them from office and appoint another in his / their place. The Managing Director shall be the Chief Executive Officer of the Company under its whole time employment, and shall be entrusted with the management of the whole of the affairs of the Company. Subject to the provisions of the said Acts and these presents, the Part time Chairman or the Managing Director or Whole-time Director shall not, while he continues to hold that office, be subject to retirement by rotation but he shall be subject to the provisions of any contract between him and the Company and be subject to the same provisions as to disqualification, removal, vacation or resignation of office of director as are applicable to the other Directors of the Company and he shall ipso facto and immediately cease to be Part time Chairman or Managing Director or Whole-time Director if he ceases to hold the office of Director from any cause.
- Board to appoint Chairman, Managing Director, Whole time Director, Executive director
- (b) The remuneration of the Managing Director or Whole-time Director shall subject to the applicable provisions of the said Acts and these Articles and of any contract between him and the Company be fixed by the Board, from time to time and may be by way of fixed salary and perquisites, variable pay and/or any other benefits in applicable case including stock options or any other mode / any other pay/commission not expressly prohibited by the Act and the same is subject to the prior approval of the Reserve Bank of India in terms Sections 10B and 35B of the Banking Act.
- Remuneration of part time Chairman, Managing Director etc
- (c) Subject to the provisions of the said Acts payment of remuneration to the Part time Chairman or Managing Director or Whole time Director shall be subject to approval of the Company in General Meeting.
- Payment of remuneration shall be subject to shareholders' approval in General Meeting

- (d) Subject to the superintendence, control and direction of the Board, the day-to-day management of the Company shall be in the hands of the Managing Director, with power to the Board to distribute such day-to-day management functions in any manner as deemed fit by the Board, subject to the provisions of the said Acts and these presents, and shall have the general direction, management and superintendence of the whole business of the Company with power to do all Acts, matters and things deemed necessary, proper and expedient for carrying on the business of the Company and generally to exercise all such powers and authorities of the Company as are not by the Act or by these regulations expressly directed to be exercised only by the Board of Directors or by the Company in General Meeting. Functions and role of Managing Director
- (e) The Part time chairman of the Board may be paid remuneration for the performance of duties attached to his office including sitting fee, and allowed payment of incidental expenses as may reasonably be incurred by him in the execution of his duties, subject to prior approval of Reserve Bank of India in terms of Section 10 B of the Banking Act and in accordance with the provisions of the Act, the Banking Act and other applicable Regulations. The tenure, terms and conditions of appointment of Part Time Chairman may be decided by the Board of Directors subject to the approval of Reserve Bank of India. Terms of appointment of part time chairman
- (f) Subject to the provisions of these Articles, the Act and the Banking Act, one or more of the non-rotational directors appointed under Article 130(b) of these articles, apart from the Chairman, Managing Director/ Whole time Director, may be appointed in the whole-time employment of the Company to assist the Managing Director/ Whole time Director in the management of the Company's affairs, in the designation of Executive Director or such other designation and on such terms and conditions as may be decided by the Board. Appointment of Executive Director
149. The Part-time Chairman or the Managing Director may, with the sanction of the Board, delegate all or any of his powers to such Managers, Secretaries and other delegates as the Board may think fit and shall have power to grant such Managers, secretaries and other delegates such power of attorney as the Board may think expedient and such powers at pleasure to revoke. Delegation of powers by Part-time chairman/ Managing Director

PROCEEDINGS OF DIRECTORS' MEETINGS

150. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit: Meetings of directors
- Provided, however, the Company shall hold a minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. Periodicity of meeting

151. The Chairman may at any time and the Manager, Secretary or such other officer of the Company as may be authorized by the Board, shall upon the requisition of one- third number of members of the Board as are in office, convene a meeting of the Board. If, within 15 days of the requisition in writing to convene a meeting of the Board, the chairman or the authorized official fails to convene the meeting, the requisitionists themselves may convene a meeting of the Board.
- Convening of Board Meeting and on requisition
152. A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means.
- Notice of Meetings
- Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that atleast one independent director, if any, shall be present at the meeting:
- Provided further that in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by atleast one independent director, if any
153. (a) Subject to Section 174 of the Act, the quorum for a meeting of the Board shall be one-third of its total strength excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one, or two Directors, whichever is higher and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum;
- Quorum
- Provided that where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.
- For the purposes of this Article:
- (i) "total strength" shall not include directors whose places are vacant;
- (ii) "interested Director" means a director within the meaning of sub-section (2) of section 184 of the Act.
- (b) The quorum for each Board Meeting shall be in accordance with applicable Laws. In the event that a Board Meeting cannot be held for want of quorum, the Board Meeting will be adjourned in accordance with the adjournment process prescribed under the Act.
- (c) If permitted by the Act, Directors may, subject to applicable Law, participate in Board Meetings by audio visual means or video conferencing, provided that (i) each person taking part in the meeting is able to hear each other person taking part and it is possible to record the deliberations in accordance with the provisions of Section 174 of the Act and rules thereto, and (ii) each Director has acknowledged his presence for the purpose of the meeting (and any Director not doing so shall not be entitled to speak or vote at the Board Meeting).
- Audio-Visual Facilities

154. (a) If a meeting of the Board could not be held for want of quorum, then, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.
- (b) The provisions of Article 146 shall not be deemed to have been contravened merely by reason of the fact that a meeting of the Board which had been called in compliance with the terms of that Article could not be held for want of a quorum.
155. The Board may subject to the provisions of the Act, delegate any of their powers to committees consisting of Directors and/or such other person or persons as they think fit (“Committees”), and they may from time to time revoke and substitute such delegation. Any Committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfilment of the purposes of its appointment but not otherwise, shall have the force and the effect as if done by the Board. Unless otherwise agreed to in writing by the Company and the Majority Shareholder, for as long as the Majority Shareholder holds such number of Equity Securities as represents at least 12% (twelve per cent) of the Equity Share Capital on a Fully Diluted Basis, the Majority Shareholder shall have the right to nominate a Majority Shareholder Director as a member to each Committee constituted by the Board. The provisions of Article 153 (quorum and audio-visual facilities) and Article 172 (signing of minutes) shall apply mutatis mutandis to all Committees constituted by the Board, and all meetings of such Committees.
156. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors.
157. Nomination and Remuneration Committee
- (a) Unless otherwise agreed to in writing by the Company and the Majority Shareholder, as long as the Majority Shareholder holds such number of Equity Securities as represents at least 12% (twelve per cent) of the Equity Share Capital on a Fully Diluted Basis, at least one of the members of the Nomination and Remuneration Committee constituted by the Board (“NRC”) shall be a Majority Shareholder Director.
- The constitution of the NRC shall be in line with the provisions of the Act and other applicable rules and regulation and majority of members of the committee shall be independent Directors.
- (b) Notwithstanding anything contained in these presents and unless otherwise agreed to in writing by the Company and the Majority Shareholder, for as long as the Majority Shareholder holds such number of Equity Securities as represents at least 12% (twelve per cent) of the Equity Share Capital on a Fully Diluted Basis (i) all decisions in relation to the appointment, termination or replacement of any Directors, key managerial personnel (as defined under the Act), officers or senior executives of the Company, or any

Adjournment of meetings for want of quorum

Board’s power to delegate to committees.

Proceedings of Committee Meetings

Nomination and Remuneration Committee

alteration in the terms of their appointment or engagement (“NRC Matters”), shall, require an approval from a majority of the members of the NRC and (ii) any matter which constitutes an NRC Matter may only be tabled for the Board for consideration if such matter has first been tabled before the NRC, approved by the NRC and thereafter referred to the Board for approval by the NRC.

158. (a) All meetings of the Board shall be presided over by the Chairman if present, but if at any meeting of Board, the Chairman be not present, at the time appointed for holding the same, then and in that case the Board shall choose the senior most director then present to preside at the meeting. Meetings to be presided by Chairman
- (b) Subject to the provisions of the Act and these Articles, any question arising at any meeting of the Board shall be decided by a majority of votes and in case of equality of votes, the Chairman shall have second or casting vote. Manner of taking decisions at Board Meetings
159. The meeting of the Board of Directors for the time being at which quorum is present, shall be able to exercise all or any of the authorities, powers and discretion which by or under the Act or these presents are vested in or exercisable by the Board of Directors generally. Exercising of Board’s Powers
160. The Board shall exercise the following powers on behalf of the Company, and it shall do so only by means of resolutions passed at its meetings, passed in accordance with these Articles Powers to be exercised only at Board Meetings
- (a) to make calls on shareholders in respect of money unpaid on their shares;
 - (b) to authorise buy-back of securities under section 68 of the Act;
 - (c) to issue securities, including debentures, whether in or outside India;
 - (d) to borrow monies;
 - (e) to invest the funds of the Company;
 - (f) to grant loans or give guarantee or provide security in respect of loans;
 - (g) to approve financial statement and the Board's report;
 - (h) to diversify the business of the Company;
 - (i) to approve amalgamation, merger or reconstruction;
 - (j) to take over a company or acquire a controlling or substantial stake in another Company;
 - (k) to make political contributions;
 - (l) to appoint or remove key managerial personnel (KMP);
 - (m) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
 - (n) to appoint internal auditors and secretarial auditor;
 - (o) to take note of the disclosure of director's interest and shareholding;
 - (p) to approve quarterly, half yearly and annual financial statements or financial results as the case may be

Provided that the Board may, by a resolution passed at a meeting, delegate to any committee of Directors, the Managing Director, the manager or any other principal officer of the Company or in the case of a branch office of the Company, the principal officer of the branch office, the powers specified in clauses (d) to (f) on such conditions as it may specify:

Provided further that the acceptance by the Company in the ordinary course of its business of deposits of money from the public repayable on demand or otherwise and withdrawable by cheque, draft, order or otherwise, or the placing of monies on deposit by the Company with another banking company on such conditions as the Board may prescribe, shall not be deemed to be a borrowing of monies or, as the case may be, a making of loans by a bank within the meaning of this sub-article.

Nothing in clause (d) above shall apply to borrowings by the Company from other banking companies or from the Reserve Bank of India, the State Bank of India or any other banks established by or under any act.

In respect of dealings between the Company and its bankers, the exercise by the Company of the power specified in clause (d) shall mean the arrangement made by the Company with its bankers for the borrowing of money by way of overdraft or cash credit or otherwise and not the actual day-to-day operation on overdraft, cash credit or other accounts by means of which the arrangement so made is actually availed of.

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| 161. (a) Subject to the provisions of Section 180 of the Act, The Board of Directors of the Company shall exercise the following powers only with the consent of the company by a special resolution, namely: | Powers to be exercised with the consent of the company in General Meeting |
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- (i) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.
- (ii) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation.
- (iii) to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business:

Provided that the acceptance by the Company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or otherwise, and withdrawable by cheque, draft, order or otherwise, shall not be deemed to be borrowing of monies by the Company within the meaning of this clause.

For the purposes of this clause, the expression "temporary loans" means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature;

- (iv) to remit, or give time for the repayment of, any debt due from a director.

- (b) The Board shall contribute to *bona fide* charitable and other funds, to any political party and to the National Defence Fund or any other Fund approved by the Central Government for the purpose of national defence etc. in accordance with the provisions of Section 181, 182 and 183 of the Act.

162. All acts done by any meeting of the Board or of a Committee thereof or by any person acting as a Director, shall be valid notwithstanding that it may be afterwards discovered that the appointment of any one or more of such Directors or of any person acting as aforesaid, was invalid by reason of defect or disqualification or had terminated by virtue of any provision contained in the Act or these presents. Provided that nothing in this Article 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.

Acts of Board / committees valid notwithstanding defect in appointment of directors

163. (a) 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 members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through electronic means as per the Act, and has been approved by a majority of the Directors or members, who are entitled to vote on the resolution

Passing of Resolution by circulation

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

- (b) A resolution under sub-clause (a) shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

164. (a) If the requirements as to the constitution of the Board as laid down in any of the said Acts are not fulfilled at any time, the Board shall reconstitute such Board so as to ensure that such requirements are fulfilled.

Reconstitution of the Board so as to conform to Law

- (b) No act or proceeding of the Board of Directors of the Company shall be invalid by reason only of any defect in the composition thereof or on the ground that it is subsequently discovered that any of its Members did not fulfil the requirements of this Article.

Board's proceedings valid despite certain events.

165. (a) A Committee may elect a chairman of its meetings

Chairman of Committees

- (b) If no such chairman is elected, or if at any meeting the chairman is not present at the time appointed for holding the meeting, the members present may choose one of their numbers to be the chairman of the meeting.

166. (a) A Committee may meet and adjourn as it thinks fit in accordance with the provisions of the Act. Adjournment and manner of taking committee decisions
- (b) Question arising at any meeting of Committee shall be determined by a majority of votes of members present, and in case of equality of votes, the chairman of the meeting shall have a second or casting vote.
167. The Directors may also participate in their meetings through video conferencing or by other audio visual means. Meetings through electronic mode

POWERS OF BOARD OF DIRECTORS

168. (a) Subject to the provisions of the said Acts, the Board of Directors shall be entitled to exercise all such powers and to do all such acts and things, as the Company is authorized to exercise and do; General powers of the company vested in the Board
- Provided that the Board shall not exercise any power to do any act or thing which is directed or required, by any act or by the Memorandum or Articles of the Company or otherwise, 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 any Act or in the Memorandum or Articles of the Company or in any regulations not inconsistent therewith and duly made thereunder including regulations made by the Company in General Meeting.
- (b) No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
169. Without prejudice to the general powers conferred by the last preceding Article and the other powers conferred by these presents but subject, however, to the provisions of the Act, the Memorandum and these presents, it is hereby expressly declared that the Board shall have the following powers: Specific powers given to Board
- (a) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. To pay costs of incorporation
- (b) To have an Official Seal for use abroad. Seal abroad
- (c) To purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit. Acquiring properties, rights etc

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| (d) At their discretion to pay for any property or rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, debenture stock or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged. | To pay for property, rights etc. acquired |
| (e) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company either separately or jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power. | To insure properties |
| (f) To open accounts with any bank or bankers or with any company, firm or individual and to pay money into and draw money from any such account from time to time as the Board may think fit. | To open bank accounts |
| (g) To the extent permissible under the said Acts, to secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit. | To secure contracts by mortgage |
| (h) To attach to any shares issued as the consideration or part of the consideration for any contract with or property acquired by the Company or in payment for services rendered to the Company, such conditions as to the transfer thereof as they think fit. | To attach conditions for transfer of shares in certain cases |
| (i) To accept from any Member, on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof. | To accept surrender of shares |
| (j) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such acts and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees. | To appoint trustees of property |
| (k) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debt due or of any claims or demands by or against the Company. | To institute and conduct legal proceedings |
| (l) To refer any claim or demand by or against the Company to arbitration and observe and perform the awards. | To refer to arbitration |

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| (m) To act on behalf of the Company in all matters relating to bankruptcy and insolvency. | To act in matter of bankruptcy |
| (n) To make and give receipts, releases and other discharges for monies payable to the Company and for the claims and demands of the Company. | To give receipts / discharges |
| (o) To determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents. | To determine company's authorized signatory |
| (p) To invest and deal with any of the monies of the Company whether or not immediately required for the purposes thereof, upon such securities and in such manner as they may think fit and from time to time to vary or realize such investments. | To invest company's monies |
| (q) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on. | To execute mortgage of company's property |
| (r) To give to any Director, officer or other person employed by the Company an interest in any particular business or transaction or otherwise or a share in the general profits of the Company and such interest, commission or share of profits shall be treated as a part of the working expenses of the Company: | To give interest in particular business or transaction |

Provided that the share of general profits of the Company payable to the Directors or to the officers of the Company or such other person shall not exceed the limits prescribed under the Act.

Provided, further, that this limitation or restriction shall not be applicable to any distribution of a general bonus to employees of the Company.

- (s) To provide for the welfare of employees or ex-employees of the Company or its predecessors in business and the spouse, widow or widower, father (including stepfather), mother (including stepmother), brother (including stepbrother), sister (including stepsister), son (including stepson), daughter (including stepdaughter), son's widow, daughter's widower, deceased son's children, deceased daughter's children or the dependents of such employees or ex-employees by building or contributing to the building of houses or dwellings or by grant of money, pensions, allowances, bonus or other payments or by building or contributing to the building of houses or dwelling or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and to subscribe or contribute to or otherwise assist charitable, benevolent, national and/or other institutions or objects. To provide for the welfare of employees etc.
- (t) Subject to the provisions of the Act and these presents to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition or to any institution, club, society or fund. To subscribe to charitable funds
- (u) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as they may think proper for depreciation or to a Depreciation Fund or as reserve or to a Reserve Fund or Sinking Fund or any Special Fund to meet contingencies or to repay preference shares or debentures or for payment of dividends or for equalizing dividends or for repairing, improving, extending and maintaining any part of the property of the Company or for such other purposes as the Board may, in their absolute discretion, think conducive to the interests of the Company; and the Board may invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by the Act) as the Board may think fit and from time to time deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board (subject to such restrictions as aforesaid), in their absolute discretion, think conducive to the interests of the Company notwithstanding that the matters to which the Board applies or upon which they expend the same, or any part thereof may be matters to or upon which the capital monies of the Company might rightly be applied or expended; and the Board may divide the reserve or any fund into such special funds and transfer any sum from one fund to another as the Board may think fit and may employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of preference shares or debentures and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same, with power, however, to the Board, at their discretion, to pay or allow to the credit of such fund interest at such rate as the Board may think proper. To establish reserve funds of various nature

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| <p>(v) To appoint and, at their discretion, remove or suspend such committee or committees of experts, technicians or advisers or such manager(s), officer(s), clerk(s), employee(s) and agent(s) for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries and emoluments and require security in such instances and to such amounts as they may think fit and also without prejudice as aforesaid from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India and the provisions contained in sub-article (y) and (z) of this Articles following shall be without prejudice to the general powers conferred by this sub-article.</p> | <p>To appoint officers etc</p> |
| <p>(w) To comply with the requirements of any local law which, in their opinion, it shall, in the interest of the Company, be necessary or expedient to comply with.</p> | <p>To ensure compliance of local laws</p> |
| <p>(x) From time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of any Local Boards and to fix their remuneration. And from time to time and at any time, but subject to the provisions of Section 179 of the Act and these presents to delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Board and to authorize the members for the time being of any such Local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit and the Board may at any time remove any person so appointed and may annul or vary any such delegation. Any such delegate may be authorized by the Board to sub delegate all or any of the powers, authorities and discretions, for the time being, vested in them.</p> | <p>To establish local Boards etc</p> |
| <p>(y) At any time and from time to time but subject to the provisions of Section 179 of the Act and these presents by Power of Attorney to appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment (if the Board thinks fit) may be made in favour of the members or any of the members of any Local Board established as aforesaid or in favour of any company or the Members, Board , nominees or managers of any company or firm or otherwise in favour of any fluctuating body or any persons whatsoever whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit.</p> | <p>To appoint attorneys</p> |
| <p>(z) Subject to the provisions of the Act and these presents, to delegate the powers, authorities and discretions vested in the Directors to any person, firm, company or fluctuating body of persons as aforesaid.</p> | <p>Delegation of powers</p> |

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| (aa) Any such delegate or attorney as aforesaid may be authorized by the Board to sub delegate all or any of the powers, authorities and discretions for the time being vested in him. | Sub delegation of powers |
| (ab) Subject to the provisions of the Act, to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company. | To enter into contracts etc |
| (ac) Subject to the provisions of the Act, to give in the name and on behalf of the Company such indemnities and guarantees as may be necessary. | To give indemnities and guarantees |
| (ad) From time to time to make, vary and repeal any by-law, regulations and other rules, guidelines or instructions for regulating the business of the Company, its officials, the employees and other persons having dealings with the Company. | To vary or repeal by-laws, regulations etc |
| (ae) To appoint one or more whole time executives, who may be designated as Executive Director(s) without being member(s) of the Board, or any other managerial personnel by whatever name called, on such terms and conditions and for such purposes as the Board may decide from time to time | Appointment of other Whole time Executives |
| (af) And generally to do, sanction and authorize all such matters and things as may be necessary to be done, authorized or sanctioned in or about the general business and affairs of the company or in or about the execution of all or any of the powers hereinbefore conferred on the directors | Residuary and ancillary powers |
| 170. The Board / Directors shall comply with the provisions of Sections 92, 185, 188, 184, 170 and 189 of the Act. | Provisions of the Act to be complied with by the Directors/Board |

MINUTES

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| 171. The Company shall cause Minutes of all proceedings of every meeting of the Board of Directors and all Committees of the Board to be duly entered in a book or books for that purpose maintained in such form and manner as may be permitted in law from time to time, including but not limited to loose leaf volumes with their pages consecutively numbered The Minutes shall contain: | Minutes of Board / committee meetings |
| (i) a fair and correct summary of the proceedings at the Meeting; | |
| (ii) the names of the Directors present at the meeting of the Board of Directors or of any Committee of the Board; | |
| (iii) all decisions taken by the Board and Committees of the Board and all appointments of officers and Committee of Directors; | |
| (iv) all resolutions and proceedings of meetings of the Board and the Committees of the Board; and | |

- (v) in the case of each resolution passed at a meeting of the Board or Committee of the Board, the names of the Directors, if any, dissenting from or not concurring in the Resolution.

172. Any Minutes of any meeting of the Board or of any Committee of the Board, shall be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting and such Minutes shall for all purposes whatsoever be prima facie evidence of the actual passing of the resolutions recorded and the actual and regular transaction or occurrence of the proceedings so recorded and of the regularity of the meeting at which the same shall appear to have taken place. The Company shall prepare minutes of each Board meeting and Committee Meeting, as the case may be, and circulate them to each Director within 7 (seven) Business Days after the relevant Board meeting or Committee meeting. The minutes shall be signed at the commencement of the next Board meeting or Committee meeting, as the case may be.
- Signing of minutes and evidential effect

RESTRICTIONS REGARDING INSPECTION

173. (a) The Board shall from time to time determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of the company or any of them shall be open to the inspection of members other than directors. No member other than a director shall have any right of inspecting any account or books or documents of the company except as conferred by law or authorized by the Board or the company in general meeting.
- Inspection of books etc
- (b) Notwithstanding anything contained in Article 173(a) and unless otherwise agreed to in writing by the Company and the Majority Shareholder, the Company shall (i) reasonably cooperate, and shall cause its respective subsidiaries, officers, employees, and auditors to reasonably cooperate in preparing and auditing, as applicable, at the expense of the Majority Shareholder, any financial information that Majority Shareholder or any of its Affiliates may request in connection with filings required under the applicable securities laws in their respective jurisdictions or in connection with any tax filings of Majority Shareholder or any of its Affiliates; and (ii) procure that all information as may be required to be provided to the Majority Shareholder and/or their respective Affiliates, shall be provided by the Company, in the manner and in accordance with the terms agreed to between the Company and the Majority Shareholder in writing.

THE SEAL

174. (a) The Directors may provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Directors shall provide for the safe custody of the Seal.
- Safe custody of the Seal.
- (b) 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 authorized by it in that behalf.
- To be affixed on the authority of a resolution

- (c) A deed or instrument to which the seal is required to be affixed except the share certificate, shall be sealed in the presence of and signed by at least one director and the secretary or such other person as the Board may appoint for the purpose
- Witnessing and signing

ESTABLISHMENT OF RESERVE FUND

175. The Company shall create a Reserve Fund and shall, out of the profit of each year as disclosed in the profit and loss account prepared under Section 29 of the Banking Act and before any dividend is declared, transfer to the reserve fund such sum of money, as is prescribed in Section 17 of the Banking Act.
- Transfer of profits to statutory Reserve
176. In addition to the reserve fund mentioned in the preceding regulation, the Board may, before recommending any dividend, set aside out of the profits of the company such sums of money as it thinks fit proper as a reserve which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or equalizing dividends and pending such application, may at the discretion of the Board be either employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time think fit.
- Creation of special Reserves
177. The Board may also carry forward any profits which it may think prudent not to distribute as dividend without setting aside as a reserve.
- Carry over of undistributed profits

DIVIDENDS

178. Subject to the provisions of the Act, the Memorandum and these presents, the profits of the Company, shall be divisible among the Members in proportion to the amount of capital paid-up on the shares held by them, respectively.
- Distribution of profits
179. Capital paid up in advance of calls shall not, confer a right to dividend or to participate in profits.
- No dividend on calls in advance paid
180. The Company may pay dividends in proportion to the amount paid up or credited as paid up on each share where a larger amount is paid up or credited as paid up on some shares than on others as per the provisions of the Acts.
- Dividend in proportion to amount paid up on shares
181. Subject to the provisions of the said Acts, the Company in General Meeting may declare a dividend to be paid to the Members according to their respective rights and interests in the profits and may fix the time for payment.
- Company in General Meeting may declare dividend

182. No larger dividend shall be declared than is recommended by the Board but the Company in General Meeting may declare a smaller dividend. Subject to the provisions of the Act, no dividend shall be payable except out of (a) the profits of the company for that year arrived at after providing for depreciation, (b) the profits of the company for any previous financial year or years arrived at after providing for depreciation and remaining undistributed, (c) as otherwise provided for under the Act, or (d) any or all of the above. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.
- No larger dividend than recommended by Board
183. Subject to the provisions of the said Acts and these presents, the Board may from time to time pay to the Members interim dividend during any financial year or at any time during the period from closure of financial year till holding of the annual general meeting out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend.
- Interim dividend
- In case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.
184. Subject to the provisions of the said Acts, the Board may retain the dividends payable in respect of which any person is, under the Transmission Clause, entitled to become a Member or which any person under that Clause is entitled to transfer until such person shall become a Member in respect of such shares or shall duly transfer the same.
- Retention of dividends
185. Subject to the provisions of the said Acts, no Member shall be entitled to receive payment of any interest or dividend in respect of his share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any Member all sums of money so due from him to the Company.
- Set off of dividend against monies due to company
186. (a) Where any instrument of transfer of shares has been delivered to the Company for registration and the transfer of such shares has not been registered by the Company, it shall, notwithstanding anything contained in any other provision of the Act:
- Dividend on shares pending registration of transfer
- Transfer the dividend in relation to such shares to the special account referred to in the Act and Rules thereto unless the Company is authorized by the registered holder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer;

- (b) Except as provided under sub article (a) above, any transfer of shares shall not pass the right to any dividend declared thereon, before the registration of the transfer in the company's/ Depository's records is effected
Right to dividend does not pass pending registration of transfer
187. Unless otherwise directed, any dividend may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled thereto or, in case of joint-holders, to that one of them first named in the Register in respect of the joint holding. Every such cheque shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost by the Member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any other means.
Dividend how remitted
188. (a) Subject to the relevant provisions in the Act as in force, if the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of 30 days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special Unpaid Dividend account to be opened in that behalf in any scheduled bank.
Unclaimed Dividends
- (b) Any money transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Fund known as Investor Education and Protection Fund established under the Act.
Transfer of unclaimed dividends to Investor Education and Protection Fund
- (c) No unclaimed dividend shall be forfeited till the claim thereto becomes barred by law
Forfeiture of unclaimed dividend
189. 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.
Dividend and call together
190. No dividend shall be payable except in cash. Provided that nothing in this Article shall be deemed to prohibit the capitalization of profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the Members of the Company.
Dividend to be paid in cash
191. (a) Any General Meeting may resolve that any monies, investments or other assets forming part of the undivided profits standing to the credit of the reserve or Reserve Fund or any other fund of the Company or in the hands of the Company and available for dividend or representing premiums received on the issue of shares and standing to the credit of the share premium account be capitalized subject to compliance of law:
Capitalization of reserve or Reserve Fund
- (i) by the issue and distribution as fully paid-up shares, debentures, debenture stock, bonds or other obligations of the Company; or

- (ii) by crediting shares of the Company which may have been issued and are not fully paid up, with the whole or any part of the sum remaining unpaid thereon; or
- (iii) Partly as specified in (i) above or partly as specified in (ii) above;

subject that a Securities Premium Account and a capital redemption reserve may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.

Such issue and distribution under (i) above and such payment to the credit of unpaid share capital under (ii) above shall be made to, among and in favour of the Members or any class of them or any of them entitled thereto and in accordance with their respective rights and interest and in proportion to the amount of capital paid-up on the shares held by them, respectively, in respect of which such distribution under (i) or payment under (ii) above shall be made on the footing that such Members become entitled thereto as capital. The Board shall give effect to any such resolution and apply such portion of the profits or reserve or Reserve Fund or any other fund on account as aforesaid as may be required for the purpose of making payment in full for the shares, debentures or debenture stock, bonds or other obligations of the Company so distributed under (i) above or, as the case may be for the purpose of paying, in whole or in part, the amount remaining unpaid on the shares which may have been issued and are not fully paid up under (ii) above:

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

- (b) For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and, in particular, they may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any Members on the footing of the value so fixed and may vest any such cash, shares, debentures, debenture stock, bonds or other obligations in trustees upon such trusts for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangements for the acceptance, allotment and sale of such shares, debentures, debenture stock, bonds or other obligations and fractional certificates or otherwise as they may think fit. Subject to the provisions of the Act and these presents, in cases where some of the shares of the Company are fully paid and others are partly paid, only such capitalization may be effected by the distribution of further shares in respect of the fully paid shares and by crediting the partly paid shares with the whole or part of the unpaid liability thereon but so that as between the holders of the fully paid shares and the partly paid shares the sums so applied in the payment of such further shares

Board to give effect to the General Body resolution, and settle difficulties, if any

and in the extinguishment or diminution of the liability on the partly paid shares shall be so applied pro rata in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares, respectively. When deemed requisite, a proper contract shall be filed in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the holders of the shares of the Company which shall have been issued prior to such capitalization and such appointment shall be effective.

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| (c) The Company may capitalise its profits or reserves for the purpose of issuing fully paid bonus shares in accordance with the provisions of Section 63 of the Act. | Capitalization of profits or reserves for issue of bonus shares |
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ACCOUNTS

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| 192. The Company has to duly comply with the provisions of the Act and applicable Law with respect to the maintenance of books of account and other relevant books and papers and financial statements for every financial year including its branch office or offices | Accounts and their maintenance |
| 193. Once atleast in every calendar year, the Board shall lay before the Company in Annual General Meeting a Profit and Loss Account for financial year of the Company immediately preceding the financial year in which such meeting is held and a Balance Sheet containing a summary of the assets and liabilities of the Company made up as at the end of the last working day of that financial year or in case where an extension of time has been granted for holding the meeting up to such extended time and every such Balance Sheet, shall as required by Section 134 of the Act, be accompanied by a report (to be attached thereto) of the Directors as to the state and condition of the Company and as to the amount (if any) which they recommend to be paid out of the profits by way of dividend and the amount (if any) set aside by them for the Reserve Fund, general reserve or Reserve Account shown specifically in the Balance Sheet or to be shown specifically in a subsequent Balance Sheet. | Laying of Accounts and Reports before General Body |
| 194. Every Balance Sheet and Profit and Loss Account of the Company shall give a true and fair view of the state of affairs of the Company or its branch office and shall, subject to the provisions of Section 129 of the Act and to the extent they are not inconsistent with the Act, be in the forms set out in the Third Schedule of the Banking Act or as near thereto as circumstances admit. | Form and contents of Balance Sheet etc |

195. The Balance Sheet and the Profit and Loss Account shall be signed by at least four Directors including the Chairman and the Managing director where there is one, and two other directors, the Chief Financial Officer and the Company Secretary or such other person/s authorized by the Board. The Balance Sheet and the Profit and Loss Account shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with provisions of this Article and before they are submitted to the Auditors for their Report thereon. The Auditors' Report shall be attached to the Balance Sheet and the Profit and Loss Account or there shall be inserted at the foot of the Balance Sheet and the Profit and Loss Account a reference to the Report. A copy of such Balance Sheet and the Profit and Loss Account so audited together with a copy of the Auditors' Report and every other document required by law to be annexed or attached to the Balance Sheet shall not less than 21 days before the meeting at which the same are to be laid before the Members of the Company, be subject to the provisions of Section 136 of the Act, sent to every trustee for the holders of any debenture and to all persons other than such Members or Trustees, being so entitled.
196. After the financial statements, including the consolidated financial statement, along with all the documents which are required to be attached to such financial statements under the Act have been laid before the Company at a General Meeting, shall be filed with the Registrar within thirty days of the date of Annual General Meeting.
197. The provision of these Articles shall be subject to the applicable provisions of the Act, the rules and any requirements of applicable Law.

AUDIT

198. Atleast once in every year or such other period as the Board may stipulate, the Accounts of the Company shall be balanced and audited and the correctness of the Profit and Loss Account and Balance Sheet ascertained by one or more Auditor or Auditors to be appointed as required by the said Acts.
199. The appointment and the removal of Auditors and the person who may be appointed as Auditors shall be as provided in Sections 139, 140, 141 and 142 of the Act and the relevant provisions of the Banking Act. All Appointments, including the filling of casual vacancy of an auditor shall be made after taking into account the recommendations of Audit Committee.
200. The audit of the branch office, if any, of the Company shall be in the manner provided by Section 143 (8) of the Act.
201. The remuneration of the Auditors of the Company shall be fixed by the Company in General Meeting or by the Board of Directors, if so authorized by the Company in General Meeting except that the remuneration of any Auditors appointed to fill any casual vacancy, may be fixed by the Board of Directors.
202. The provision of these Articles shall be subject to the applicable

provisions of the Act, the rules and any requirements of applicable Law.

LEGAL ACTION

203. In all legal proceedings in any court of law, legal or quasi-judicial proceedings in any Consumer Disputes Redressal Forums, Tribunals or other statutory forums, Managing Director and other officials of the company who hold power of attorney or are authorized by Board Resolutions to act on behalf of the Company, shall have the powers severally to represent the company and sign all pleadings and accept all processes, until revoked or unless otherwise decided by the Board
- Authority in legal processes and proceedings

WINDING UP

204. For winding up of the Company, the provisions contained in the Banking Act will apply and the provisions of the Act will also apply to the extent to which they are not varied or inconsistent with the Banking Act.
- Applicability of provisions of the said Acts

SECRECY CLAUSE

205. (a) No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Board, will be inexpedient in the interest of the Company to communicate the same.
- Members not entitled for secret information
- (c) Every director, manager, secretary, agent, auditor, officer or other employees or servants of the company and every share holder or other person who gains access to the books and other papers of the company or to the company's premises, where goods pledged to the company are kept, shall, if so required by the Board of Directors, before entering upon such duties or gaining access to the places aforesaid, sign a declaration pledging himself to observe strict secrecy regarding all transactions of the company with its customers and all information obtained in the course of his duties or while in the premises aforesaid, respecting all transactions of the company and such other matters as the Managing Director or the Board of Directors may declare expedient to be kept undisclosed in the interest of the company and shall by a like declaration bind himself not to use any of the said information, matters and things in any manner prejudicial to the interest of the company.
- Director, Manager etc to observe secrecy and if necessary, to give declaration

INDEMNITY AND RESPONSIBILITY

206. (a) Subject to the provisions of applicable Law, the Company shall indemnify, defend and hold harmless each of the Directors promptly upon demand at any time and from time to time, from and against any and all Losses to which the Directors may become subject, including Losses pursuant to any Claim against the Directors or to which the Directors are made a party, insofar
- Indemnity for Directors

as such Losses arise out of, in any way relate to, or result from the Directors' holding a position on the Board and Committees and/or otherwise from the Directors' current or past association with the Company.

- (b) Subject as aforesaid every Director, officer, other employee or Auditor of the Company shall be entitled to be protected or indemnified against any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or discharged in connection with any application under Section 463 of the Act in which relief is granted to him by the court or the Tribunal. Indemnity / Protection from liability arising from legal action
- (c) Subject to the provisions of the Act, every officer of the Company (whether Managing Director, Manager, Secretary or other officer) or employee or any person employed by the Company as Auditor shall be entitled to be protected or indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses (including travelling expenses) which any such Director, officer, other employee or Auditor may incur or become liable to by reason of any contract entered into or act or deed done by him as such Director, officer, other employee or Auditor or in any way in the discharge of his duties. Directors' and others' right to indemnity

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a banking company in accordance with this Article of association and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names.

Sl. No.	Name and Address of the Shareholders	No. of Shares	Signature
1.	Shri Chakkola Palu Lonappen, Thrissur	50	Sd/-
2.	Shri Alangattukaren Devassy Kuriappen, Thrissur	50	Sd/-
3.	Shri Maliammavu Lona Mathew, Thrissur	50	Sd/
4.	Shri Kattukaren Varunny Ouseph, Thrissur	50	Sd/-
5.	Shri Chalissery Anthony Mani, Thrissur	50	Sd/-
6.	Shri Chettupuzhakkaren Kunjuvareed Varied, Thrissur	50	Sd/-
7.	Shri Injodikkaren Inasu Iyyappen, Thrissur	50	Sd/-
8.	Chalakkal Rappai Iyyunni, Thrissur	25	Sd/-
9.	Attokaren Pyloth Varunny, Thrissur	50	Sd/-
10.	Maliakkal Devassy Pyloth, Thrissur	25	Sd/-
11.	Erinjery Varunny Ouseph, Thrissur	50	Sd/-