



सत्यमेव जयते
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
Everest, 100 Marine Drive, Mumbai, Maharashtra, India, 400002

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): U73100MH2005PTC262100

I hereby certify that the name of the company has been changed from GUJARAT ENVIRO-PROTECTION AND INFRASTRUCTURE (D AND N.H.) PRIVATE LIMITED to GREEN GENE ENVIRO PROTECTION AND INFRASTRUCTURE PRIVATE LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name GUJARAT ENVIRO PROTECTION AND INFRASTRUCTURE (AURANGABAD) LIMITED.

Given under my hand at Mumbai this Twenty eighth day of May two thousand eighteen.



V T SAJEEVAN

Registrar of Companies
RoC - Mumbai

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

GREEN GENE ENVIRO PROTECTION AND INFRASTRUCTURE PRIVATE LIMITED

370,S V P Road,Shop 8,Plot 384, Cigaretwala Bldg.,, Opp.CBI,Prathna Samaj,Nr Harkishandas Hospital,, MUMBAI, Mumbai City, Maharashtra, India, 400004





GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Mumbai

Everest , 100, Marine Drive, null, Mumbai, Maharashtra, INDIA, 400002

Corporate Identity Number : U73100MH2005PTC262100

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certification of Registration of Regional Director order for Change of State

M/s GUJARAT ENVIRO-PROTECTION AND INFRASTRUCTURE (D AND N.H.) Private LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Gujarat to the Maharashtra and such alteration having been confirmed by an order of RD NWR., AHMEDABAD. bearing the date 19/12/2014.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at Mumbai this Twentieth day of February Two Thousand Fifteen.

Signature valid
Digitally signed by SITARAM SHARAN GUPTA
DN: cn=SITARAM SHARAN GUPTA, o=Registrar of Companies, Mumbai, email=sitaram.gupta@roc.mumbai.gov.in, c=IN
Date: 2015.02.20 12:54:30 GMT+05:30

SITARAM SHARAN GUPTA
Registrar of Companies
Mumbai

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

GUJARAT ENVIRO-PROTECTION AND INFRASTRUCTURE (D AND N.H.) Private LIMITED
A-WING, 502, SHIV GAURI APT., NR. INORBIT MALL., CHINCHOLI BHANDER ROAD, LINK
ROAD, MALAD(W),
MUMBAI - 400064,
Maharashtra, INDIA



GOVERNMENT OF INDIA

MINISTRY OF COMPANY AFFAIRS

Gujarat, Dadra and Nagar Haveli

**Roc Bhavan, Opp: Rupal Park Society, Behind Ankur Bus Stop, Naranpura,
Ahmedabad- 380 013, Gujarat, INDIA.**

Corporate Identity Number : U73100GJ2005PTC046687

**Fresh Certificate of Incorporation Consequent upon Change of
Name on Conversion to Private Limited Company.**

**IN THE MATTER OF GUJARAT ENVIRO- PROTECTION AND INFRASTRUCTURE
(D AND N.H.) LIMITED**

**I hereby certify that GUJARAT ENVIRO- PROTECTION AND INFRASTRUCTURE (D
AND N.H.) LIMITED which was originally incorporated on THIRTY FIRST day of
AUGUST TWO THOUSAND FIVE under the Companies Act, 1956 (No. 1 of 1956)
as GUJARAT ENVIRO- PROTECTION AND INFRASTRUCTURE (D AND N.H.)
LIMITED and upon an application made for conversion into a Private Company under
Section 31(1) of the Companies Act, 1956 and the approval of the Central Government
signified in writing having of been accorded there to by the ROC- Ahmedabad
Vide SRN A01719103 dated 21/09/2006 the name of the said company is this day
changed to GUJARAT ENVIRO- PROTECTION AND INFRASTRUCTURE (D AND
N.H.) PRIVATE LIMITED.**

**Given under my hand at Ahmedabad this TWENTY FIRST day of SEPTEMBER
TWO THOUSAND SIX.**

**Seal
of The
Registrar of
Companies,
Gujarat.**

**Sd/-
(KAMAL HARJANI)
ASSTT. Registrar Of Companies
Gujarat, Dadra and Nagar Haveli.**

Co.No.U73100GJ2005PLC46687

Fresh certificate of Incorporation on

CHANGE OF NAME

IN THE OFFICE OF THE REGISTRAR OF COMPANIES

GUJARAT, DADRA AND NAGAR HAVELI.

{Under the Companies Act, 1956 (1 of 1956)}

IN THE MATTER OF

**GUJARAT ENVIRO- PROTECTION AND INFRASTRUCTURE (AURANGABAD)
LIMITED**

I certify that

**GUJARAT ENVIRO- PROTECTION AND INFRASTRUCTURE (AURANGABAD)
LIMITED**

**which was originally incorporated on 31.08.2005 under the Companies Act, 1956 and under
the name**

**GUJARAT ENVIRO- PROTECTION AND INFRASTRUCTURE (AURANGABAD)
LIMITED**

**having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956,
on 16.03.2005 and the approval of the Central Government signifies in writing having been
accorded thereto by the Registrar of Companies, Gujarat, vide his letter dated 01.05.2006
in terms of Government of India, Ministry of Law, Justice and Company Affairs, (Department of
Company Affairs) Notification No. GSR 507(E) dated 24/06/1985 the name of the said Company
is this day changed to :**

GUJARAT ENVIRO- PROTECTION AND INFRASTRUCTURE (D AND N.H.) LIMITED

and this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Ahmedabad.

Dated this 1ST May 2006.

**Seal
of The
Registrar of
Companies,
Gujarat.**

**Sd/-
(N. K. BHOLA)
REGISTRAR OF COMPANIES
GUJARAT**



Co.No.:U73100GJ2005PLC46687

CERTIFICATE OF COMMENCEMENT OF BUSINESS

(Pursuant to section 149 (3) of the Companies Act, 1956.)

I HEREBY CERTIFY THAT :

**GUJARAT ENVIRO- PROTECTION AND INFRASTRUCTURE (AURANGABAD)
LIMITED**

which was incorporated under the Companies Act,1956 originally on **31.08.2005** and which has this day filed a duly verified declaration in the prescribed form that the conditions of section 149 (1) (a) to (d) / 149 (2) (a) to (c) of the said Act, have been complied with is entitled to commence business.

Given under my hand at AHMEDABAD this **25TH** Day of **JANUARY TWO THOUSAND SIX.**

Seal
of the
Registrar of
Companies
Gujarat.

Sd/-
(N.K. BHOLA)
REGISTRAR OF COMPANIES
GUJARAT.



FORM I. R.

CERTIFICATE OF INCORPORATION

No. U73100GJ2005PTC46687

I HERE BY CERTIFY THAT GUJART ENVIRO-
PROTECTION AND INFRASTRUCTURE
(AURANGABAD) LIMITED IS THIS DAY
INCORPORATED UNDER THE COMPANIES ACT,
1956 (NO. 1 OF 1956) AND THAT THE COMPANY
IS LIMITED.

GIVEN UNDER MY HAND AT AHMEDABAD
THIS TWENTYFIRST DAY OF AUGUST TWO
THOUSAND FIVE.

Seal
of The
Registrar of
Companies,
Gujarat.

Sd/-
(S.R. DARA)
Asst. Registrar of Companies,
GUJARAT
Dadra & Nagar Haveli

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
GREEN GENE ENVIRO PROTECTION AND INFRASTRUCTURE PRIVATE LIMITED*

I. The Name of the Company is GREEN GENE ENVIRO PROTECTION AND INFRASTRUCTURE PRIVATE LIMITED*

II. The Registered office of the Company will be situated in the State of Maharashtra.

II. The objects for which the Company is established are:

A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:

1. To undertake, design, manufacture, construct, and maintenance of integrated common hazardous wastes, its treatment, storage and disposal and to undertake, promote activities for creation of public awareness about environmental issues, to take up and co-ordinate with concerned state, national and international organizations, agencies, and authorities, matters related to environmental issues, to undertake projects and activity for the improvement of environment including establishment of industry for recovery and reuse of by-products, to establish and operate research and development centre related to cleaner and environmental technologies.
2. To carry on anywhere in the world the business of construction of infrastructure projects, development of industrial estate and industrial infrastructure, to own, occupy, purchase, sell, deal in, acquire, hold, possess, exchange, license, mortgage, improve, grow, develop, manage, control and to deal in all its aspects proprietors of clubs, resorts, groundstand place of amusements, recreation, sports rooms, sports grounds, stadium Golf course, race course, dances and entertainment of all kinds and provide supporting services like baths dressing rooms, laundries, reading, writing and newspapers rooms, libraries and cigar merchants, agents for railways, shipping and airplanes companies, carriers, theatrical opera box office proprietors, entrepreneurs and general agents of things which can be conveniently carried on in connection therewith.

***Name Altered vide special resolution passed at an Extra Ordinary General Meeting held on Saturday, 14th Day of April, 2018.**

***Change of Registered office from "State of Gujarat" to "State of Maharashtra" vide Special Resolution passed at an Extra ordinary General Meeting of the company held on Friday, 31st day of January, 2014.**

[B] THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS IS/ARE :

1. To acquire real or leasehold estate and to purchase, or otherwise acquire or provide in any place in which any part of the business of the Company may from time to time be carried on, all such offices, warehouses, workshops, buildings, houses for employees and directors, machineries, engines, plant and appliances as may be considered requisite for the purpose of carrying on the business of the Company or any part thereof.
2. To form, constitute, float, lend, money to assist and control similar associations or undertakings whatsoever.
3. To promote, subsidise and assist companies, syndicates and partnerships of all kind in any manner as may be thought fit in connection with any or the above objects of the Company.
4. To hold use, work, manage, improve, carry on, develop the undertaking, lands and movable estate or property and assets of any kind of the Company or any part thereof.
5. To dispose of any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.
6. To subscribe for, take or otherwise acquire and hold shares, stocks debentures or other securities of any other Company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly to benefit of the Company.
7. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions in their objects or purposes or for any exhibitions but not for political objects.
8. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donation, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any subsidiary company or who are/were at any time Director or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid and make payment to or towards the insurance of any such persons as aforesaid and to any matters aforesaid either alone or in conjunction with any such other company as aforesaid.
9. To provide for the welfare of Directors, employees, or ex-employees of the Company and the spouse, families of the dependents or connections of such persons by building or contributing for the building, houses, dwelling or quarters, or by grants of money, pensions, gratuities, allowance, bonus, profit sharing bonus and any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds profit sharing or other scheme or trust and by providing or subscribing, or contributing towards places of instruction, recreation, hospitals, dispensaries, medical and other attendants, or any other assistance as the Company shall think fit.
10. To establish, provide, maintain and conduct or otherwise subsidise research, laboratories and experimental workshop for scientific and technical research and experiments and undertake and carry on with all scientific and technical research experiments and tests undertake and to promote studies and research both scientific and technical investigation and invention by providing subsidy or assisting laboratories workshops, libraries, lectures, meeting and conferences and by providing the remunerations of scientific or technical professor or teachers and by providing for the awards or exhibition, scholarship prizes and grants to students or otherwise and generally to encourage promote and reward studies, researches, investigation, experiment, tests and invention of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
11. To appoint any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
12. To aid pecuniarily or otherwise, any association, body or movement having similar object, the solution, settlement or labour problems or the promotion of industry or trade.

13. To acquire and undertake all or any of the business property and liabilities of any person, company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of the Company which can be capable of being conducted so as directly to benefit the Company and to subsidise or assist any such persons or company financially or otherwise.
14. To vest any movable or immovable property rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
15. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with Company and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities.
16. To guarantee the payment of money secured or unsecured by or payable under in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages charges, obligations, instruments, of any person whatsoever, whether incorporated or not and generally to guarantee or become securities for the performance of any contracts or obligations.
17. To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
18. To carry on business or branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary or other companies and to enter into any arrangement with such subsidiary Company for taking the profits and bearing the loss at any business or branch so carried on, or for financing any such business or branch so guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily to close any such branch or business
19. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.
20. To procure the incorporation, registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world subject to law in force.
21. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or for repairing improving, extending or maintaining any of the properties of the Company or for, redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.
22. Subject to the provisions of the Companies Act, 1956, to place to reserve or to distribute as dividends or bonus share among the members or otherwise to apply any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on or arising from the sale of forfeited share.
23. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly, calculated to benefit the Company and to place or guarantee the placing of subscribed for or otherwise acquired all or any part of the shares, business capable of being conducted so as directly or indirectly to benefit the Company.
24. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any undertaking or other commissions, broker's fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares) or by a call or option on shares, debentures, debenture-stocks, or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise to any person or persons for services rendered in introducing any property or business to the Company, in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stocks or other securities of the Company as the directors may think proper

- 25 To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debenture, bonds, bills of lading, railway, receipts, warrants and all other negotiable or transferable instruments.
- 26 To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
- 27 To open account or accounts with any firm or Company or with any bank or banks or bankers or shroffs to pay into, withdraw money from such account or accounts.
- 28 To apply for, tender, purchase or otherwise acquire and contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.
- 29 To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings having similar objects and generally of any assets, property or rights.
- 30 To take part in the management, supervision and control of the business or operation of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accounts or other experts.
- 31 Subject to the provisions of the Act, to pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
- 32 To amalgamate, enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which may seem capable of being carried on or conducted so as, directly or indirectly to benefit the Company.
- 33 To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or without security upon such terms and in such manner as may be thought proper from time to time, to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 1956.
- 34 To purchase or otherwise acquire, protect, prolong and renew any patents, rights, inventions, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account the same and to grant licence or privileges in respect of the same.
- 35 To pay or satisfy the consideration for any property, rights, shares, securities or assets whatsoever which the Company is authorised to purchase, or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the Company, or in such other manner as the Company may agree to partly in one mode and partly in another.
- 36 To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, state or authority any patents, protections, licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account, to work develop, carry out, exercise and turn to account the same.
- 37 To furtherance of the aforesaid objects of the Company.
 - [a] to enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, licence, and/or on other terms, formulate and other rights and benefits, and to obtain technical and engineering information assistance and service know-how and expert advice for installation of plant and machinery, production and manufacture of any products, and.
 - [b] to pay for technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise.
 - [c] to pay to promoters such remuneration and fees and otherwise recompense them for their time and for the service rendered by them.
- 38 To do above things as may be incidental or conducive to the attainment of above objects, as principals and as through agents, brokers, trustees, contractors, either alone or in partnership or in conjunction with others.

39. Subject to the provisions of Section 58 A of the Companies Act, 1956 and the rules made thereunder and the directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purposes of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture or debenture-stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or for any such debentures or debenture-stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949
40. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities imperial, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of carrying out the objects of the Company directly or indirectly or effecting any modifications in the constitution of the Company or furthering interests of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the Company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may appear to be in the interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company.
41. To apply for, promote and obtain any Act of Parliament or legislature, charter, privilege, concession, licence or authorisation of Government State or Municipality provisional order or licence of the Board of Trade or other authority for enabling the Company to carry out any of the objects into effect or for extending any of the powers of the Company for effecting any modification of the constitution of the Company for any other purpose which may seem calculated, directly or indirectly to prejudice the interests of the Company.
42. To make and/or receive donations, gifts or income to or from such persons, institution or trusts and in such cases and whether of cash or any other assets as may be thought directly or indirectly to benefit the Company or any of the objects of the Company and also to remunerate any person or corporation introducing or assisting in any manner the business of the Company.
43. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons having dealing with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances and bonuses either by way of annual payments or by way of lumpsum and to make payments towards insurance and to form and contribute to provident and benefit funds, or to such persons.
44. To indemnify, members, officers, directors, agents and employees of the Company against proceedings, cost, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto.
45. To establish agencies in India and elsewhere for sale and purchase to regulate and discontinue the same subject to law in force.
46. Subject to the provisions of the Act, the company shall have power to borrow any sum or sums of money either by way of short/long term loans for the purpose of the company and whether with or without any security or by such other terms and conditions and from such person or persons, firms, bank or any financial, industrial, institution or any government or semi-government corporation as the company may deem fit.

[C] OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN "A" & "B" ABOVE :

- 1 To carry on the business of manufacturers, importers, exporters, assemblers, hirers and repairers of and/or dealers in and marketing and distribution of computers and computer periphara, softwares and hardwares, computer parts, data transmission circuit, audio visual equipments and consumer electronics, radio receivers, television receivers, television picture tubes, tape-recorders, record changers, professional and defence electronics, test and measuring instruments, inspection instruments, digital and analytical instruments, electronic environmental and pollution measuring instruments, photocopying machines and other office

equipments, electronic desk calculators, scillios copes and associated instruments, process control systems, industrial electronics, medical electronic equipments, electro devices, audio record/play back systems, closed circuit T V., aerospace electronics, geo science electronics, board casting electronics and for the purpose of foregoing but without limiting the generality, materials, accessories, components and spare parts thereof

2. To undertake and/or direct all types of construction and the maintenance of and to acquire by purchase, lease, exchange lease, exchange hire and otherwise, lands, properties, buildings and estates of any tenure or any interest therein, to sell, lease, let, mortgage or otherwise dispose off the same and to purchase, construct and sell for self or for any person free hold or lease hold lands, house properties, buildings, offices, factories, work-shops, godowns, farm houses, farms and any kind of landed properties or any share/interest therein and to carry on the business of land and estate agents on commission or otherwise without commission.
3. To carry on the business of and act as promoters, organisers and developers of lands, estates, properties, co-operative housing associations, housing schemes, shopping-office complexes, townships, farms, house, holiday resorts, hotels, motels and to finance with or without security and/or interest for the same and to deal with and improve such properties either as owner or as agents.
4.
 - a. To carry on and undertake the business of trading, hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plants and machineries and equipments, selling, hiring or letting on hire all kinds of plants and machineries and equipments that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment of similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable properties including land and buildings, plants and machineries, equipments, ships, aircrafts, automobiles, computers and all consumers, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used with prior approval of RBI in this regard.
 - b. To carry on business as agents, holders or investors in saving unit or units issued by the Unit Trust of India.
 - c. To receive moneys, securities and valuables of all kinds on deposit at interest or for custody and generally to carry on the business of a safe deposit company shall not carry on the business of banking as defined under Banking Regulation Act, 1949.
 - d. To carry on business of a finance company lease finance company and to finance industrial enterprises and to promote companies engaged in industrial, manufacturing and trading business whether in India or out of India and subject to provisions of law, receive and give short term/long terms loans with and/or without security and interest, and raise public deposits subject to the approval of RBI
5. To carry on the business as refrigerating engineers and lessors of cold storage space, to erect, maintain and operate cold storage depots and to engage to cold storage trade in all its branches.
6. To carry on business of running nursing homes, clinics, pharmacies, indoor or outdoor hospitals, medical, anatomical, orthopaedic, surgical and 'X' Ray units, laboratories, research establishments, nature cure centres and hospitals for eye, throat and nose deceases and to acquire land, buildings plants, equipments, accessories, instruments, gadgets, furniture and fittings, and other facilities for treatment and nursing of patients, of various types of deseases, ailments sickness, illness and other body of mental troubles and to act as consultant in any and all branches of medical science.
7. To carry on business as producers, importers, exporters, buyers, sellers, manufacturers, stockists, agents and brokers of coal, charcoal, petroleum-coke, copper, iron, ore, bauxite kyanite, fire clay, china-clay, salt, sodium chlorides, calcium phosphate, nickle, beyrilum, uranium, zinc, lead, asbestos, tin alumina, mercury, silicon, sulphur, graphite, brass, aluminum, silicase and bentonite, quartz, dextrine, magnesite, dolomite, ferro-alloys, corundum, manganese, mica, gypsum, garnet, emerald and other minerals and to act as metal founders, manufacturers, agents and dealers of metals, sheets, wires, rods, squares, plates, metal foils, pipes, tubes, ingots, billets, circles bard, beams, circle angles, structures, coils, ferrous, non-ferrous metals, utensils, decorative and art materials.
8. To carry on business as producers, manufacturers, processors, converters, refiners, bottlers, stockists, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia,

carbon dioxide, nitrogen, hydrogen, helium and other types and kinds of gases required for or used in industries agriculture, clinics, hospitals, refrigeration, aviation, transport vehicles, spare rockets and crafts communication, objects and media, power plants, domestic or public lighting, heating, cooling or cooking purposes, lighters, plants producing water, chemicals or fuels, pesticide, defence or welfare establishments, horticulture, forest or plant protection and growth and other allied purposes and to services, repair, manufacture, market or deal in machineries, plants, spar, cylinders, containers, gadgets, appliances and accessories required for, working on, using or producing any of such gases and products.

9. To carry on business as laboratory proprietors, breeders, importers and exporters of and dealers in live or dead plants and animals, to act as analytical and consulting chemists and research work of and kind.
10. To carry on the business of travel agency and to act as tourist agents and contractor and to facilitate travellings and to provide for tourists and travellers such as buying, booking, hiring, leasing buses, taxies, ships, aircrafts, hotels, rooms, motels, out houses, cafeterias or promote the provision of conveniences and comforts of tourists.
11. a. To act as distributors, dealers, exporters, importers, agents and to undertake and carry on anywhere in India or abroad any or all the trades and business of ginners, packers, balers, spinners, wavers, processors and manufacturers of all types of yarn, fibres, fabrics, cotton, wool, silk, flax, hemp, jute, cellulose and non cellulose products, nylon, polyester whether textile, netted or looped and also fibrous or textile substances altering, adding, bleaching, blending, carbonishing, calendaring, converting, colouring, curing, creeping, dyeing, doubling, dipping, dewatering, developing, enlarging, extracting, finishing, improving, knitting, knotting, manipulating, mercertising, making, printing, preparing, reconditioning, refining, sizing, scouring, sanforishing, treating, twisting, thinning, texturising, watering, washing, working, utilishing.
- b. To carry on business as consignors, consignees and agents and to buy, sell, import, export, resell, exchange, manufacture otherwise deal in all kinds and classes of cotton, woolen, rayon, silk, art silk, nylon, jute, synthetic, other natural manmade staple fibres, fabrics, yarn, thread and materials made therefrom and other synthetic fabrics, materials and garments.
12. To establish, maintain and operate shipping, air transport and road transport services and all ancillary services and for these purposes or as an independent undertaking to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own, work, manage and trade with stream, sailing, motor and other ships, trawlers, drifters, tugs and vessels, aircrafts and other vehicles with all necessary and convenient equipments, engines, tackle, gears, furnitures and stores and to maintain, repair, fit out, refit, improve, insure, alter, sell, exchange or let out on hire or hire-purchase or charter or otherwise deal with and dispose off any of the ships, vessels, aircrafts and vehicles or any of the engines, tackles, gears, furnitures, equipments and stores.
13. To carry on business as manufacture s, dealers, importers, exporters, stockists or distributors of razors, safety razors, blades and shaving sets.
14. To carry on the business as producers, dealers, analysts, investigators and consultants in public health and environmental engineering, water sewage and effluent treatment, water, air and land pollution control, industrial engineering and for the purpose to carry on civil, structural, mechanical, chemical, electrical, metallurgical, hydraulic, ecological or any other branches of engineering and science and to develop and/ or provide technical or industrial know-how, formula, processes and applied technology and to act as engineers, architects, planners, designers, technical advisers, analysts, investigators, consultants, contractors and to undertake and execute any contract in connection with the objects and to buy, sell ,import, export, build, process, manufacture, fabricate, alter, repair, convert, let on hire and deal in all or any of them.
15. To manufacture, welding products including welding torches, metal spray powers, fluxes and soldering, filling brazing and joining metals and alloys, welding heads and accessories, job manipulators, tube to tube sheet weldings, orbital welders, girth welders, custom-designed equipment and engineering systems, welding and metal fabrication equipment systems, to suit cross country pipe line construction and laying, hard facing, surfacing equipment and systems used for reclamation and recycling of machinery parts in coal, mining and crushing industry, mining completes, power plants, cement mills, sugar industry, transportation industries, chemicals and fertilizers plants, defence workshops, earth moving equipment and other industries.
16. To carry on the business as manufacturers, manufacturer's, representatives, dealers, retailers, whole-

salers, repackers, factors, agents, consignors, consignees, shippers, distributors, stockists, buyers, sellers and indentors of all classes, kinds, types sizes, nature and descriptions of safety equipments, made of whatever metal and/or substance by any devices such as mechanical, engineering, electrical and electronic to safe guard, protect, preserve and maintain all sorts of assets, valuables monies, money' worth, machines, men and livestock.

17. To carry on the business of electricians, electrical engineers and manufacturers of all kinds of electrical machineries and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply, lay down, establish, fix carry out and deal in accumulators, lamps, meters, cables, wires, lines, pots, engines, dynamos, of any kind and accessories thereof and manufacturers of and dealers in scientific instruments of any kind
18. To carry on the business as manufacturers, moulders, producers, extruders, weavers, refiners, fabricators, assemblers, suppliers, processors, stitchers, laminators, sealers, stockists, and dealers in all classes, kinds, type and nature of :
 - [i] plastic materials, plastic articles including but without limiting the generality of the foregoing, polymer sun films, polymer production line, LDPE-HDPE-HM, MD-PPE-multilair, monolair plastic films
 - [ii] packing materials and packages made of whatever materials/substances and compounds including paper, jute, cotton, rubber, plastic, glass board and wood.
 - [iii] intermediates, derivatives, bye-products and substitutes of all or any of them.
19. To carry on any where in the world, the business of running hotel in all its aspects, lodging and boarding and to run, manage, acquire, control, own, purchase, hire the same including restaurant, cafe, tavern, beerhouse, refreshment-room, lodging-house keepers, licenced victuallers, subject to law, wine beer and spirit merchants, importers and dealers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements, ice merchants, importers and workers of food, live and dead stock and colonial and foreign produces of all descriptions, hair dressers, perfumers, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements, recreation, sports dances and entertainments of all kinds and cigar merchants, agents for railway, shipping and airplane companies, carriers, theatrical and opera box office proprietors, entrepreneurs and general agents of things which can be conveniently carried on in connection therewith.
20. To carry on the business of advertising contractors and agents, to acquire and dispose off advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites.
21. To carry on the business of printers, stationers, lithographers, type founders, stereotypes, photographic printers, photo-lithographers, chrome-lithographers, engravers, die-sinkers, book-binders, designers, draughtsman, paper and ink manufacturers, book-sellers, publishers, engineers and dealers in or manufactures of above articles or things or any of them or concerned therewith.
22. To carry on the business of manufacturers and suppliers of all classes, kinds, types, nature and descriptions of engineering goods including but without limiting the generality of the foregoing, D.C variable, speed drive controllers, A.C., D.C. current couplings, meters, counters made of whatever metals and substances.
23. To carry on business as manufacturers, dealers, traders, importers, exporters, distributors, agents, consignors, consignees, crushes, cutters, grinders, processors of all classes of marbles, whether synthetics or natural, granites, stones, chips, tiles, bricks and sand.
24. a. To carry research and development work for industrial, agricultural and minerals productivity and methods of productions, matters and problems relating to accountancy, business management, distribution, marketing and selling and to collect, analyse, examine, prepare, formulate, publish, distribute and circulate data, statistics, reports, journals, books, magazines, newspapers, literature and information relating to any type of business, trade, industry, sports, education, society, cinema or real estates and to promote or propose such methods, procedures and measure as may be considered desirable or beneficial for all or any of the objects of the Company and for extending, developing and/or improving any type of business, trade, estate, industry, commerce, organisation, methods, techniques, technical know-how, patents, trade marks and procedures to consider and evaluate problems relating to administration, management, manufacture, production, storage, distribution, finance, marketing and sale and/or relating to the rendering of any service.
- b. To carry on the business as consultants in marketing and survey for whatsoever materials and projects for whomsoever.

25. To manufacture, produce, install, commission, operate, pay, import, buy, sell, supply, distribute or otherwise deal in all energy production and conversion activities in all its forms inclusive of but not restricted to various renewable sources like solar energy, wind energy, all forms of biomass, geothermal energy, hydel energy, tidal and wave energy as also effective and efficient utilisation of conventional energy forms like coal, oil, gas, electricity and all equipments that may be associated with such energy related activities.
26. To refine, treat and render merchantable and fit for use, natural deposit of salt, brine, natron, soda, kieselguhr nitrates and derivatives.
27. To investigate, search, survey, prospect, explore, extract, drill, dig, raise, pump, produce, refine, purify, separate, treat, process, blend, store, transport, distribute, market, sell, pack and otherwise deal in mineral oils, whether on shore or off-shore and their derivatives, bye-products, mixtures with gaseous, liquid or solid forms and to fabricate, purchase, construct, take on lease/rent, erect, maintain machineries, plants, equipments, carriages, structures, platform towers, (jackets) piles, decks, module frames and ancillary parts of complete off-shore and on-shore installations and pipe lines related to the above activities, to take on lease, purchase or otherwise acquire lands and other places, including off-shore areas which seem capable of affording a supply of natural gas and mineral oils for conducting above activities.
28. To carry on business as producers, distributors, importers, exporters, exhibitors and financiers of cinematograph films and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, lighting, appliances, instruments, equipments and machines and to construct, establish, own, hire or otherwise acquire and to manage, let out for rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air theatres and other buildings or work required for the purposes of production, distribution or exhibition of the films, operas, stage plays, dances, operettas, burlesques, vaudeville, revues, ballets pantomimes, spectacular pieces, promenade concerts, circus or other performances and entertainments and to act as dealers, importers, exporters of entertainment instruments and records, cinema and film projectors and cameras, wigs or materials related or connected with the aforesaid objects and businesses and to acquire exclusive or limited rights to any play, story, script, musical song and lyric, book article or any technique by producing, purchasing or otherwise acquiring and to use, exercise, develop or exploit or turn to account such right for the business of the Company and to act as agents for training, retaining, arranging and supplying artists, stars, art directors, script or story writers, technicians, extras and other personnel required by the Company or others for film, cinema or show business.
29. To carry on the business of manufacturers, exporters, importers, dealers and merchants of vegetable products, tallow, stearine, fatty acids, acyliline gas, starch, glucose, margarine, shortening compounds, cooking mediums, salad oils and refined oils and all other allied products and bye-products and the preparation of all or any of the said products or substances and the sale of all the aforesaid substances and products.
30. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, portland cement, white cement, alumina cement, limes and lime-stones and by-products thereof, cement pipes/sheets, refractories, bricks and minerals.
31. To carry on the business of manufacturers, producers, importers, exporters, buyers, sellers, stockists, suppliers, wholesalers, retailers, jobbers, contractors, repairers, cleaners, storers and warehouses, hirers and lessors of all types of glass including glass equipments, laboratory glass equipments, pipelines glass components like plain sections, spacers, reducers, bends, Y pieces, T pieces, joint, glass components valves, glass tubes, glass vessels like reactors, reboilers, receivers, separators, measuring and fees vessels, glass made stirrers, agitators, specially designed glass heat exchangers, columns, plain or coloured sight glasses, glass machines and plants and machinery and domestic wearers made of glass and spares, components and accessories thereof.
32. To carry on the business in India and elsewhere as manufacturers, producers, buyers, sellers, dealers, traders, suppliers, exporters, importers, factors, agents, consigners, consignees, distributors, advertisers, marketing agents, stockists, suppliers, job contractors to manufacturers and packers of any brand and of classes, kinds and types of marine blue, detergent cakes, toilet soaps, laundry soaps, marine soaps, industrial soaps, detergent powder, detergent liquid, cleaning powder, washing powder, neel, whitener, slurry, benzene, glycerine, oils, silicate washing materials, toilets requisites and preparation.
33. a. To carry on business as manufacturers, producers, growers, fabricators, processors, refiners, stockists, agents, importers, exporters, traders, whole-sellers, retailers, distributors, concessionaries or dealers of drugs, medicines, spirits, mixtures, tonics, pigments, powder, tablets, pills, capsules,

injections, compounds, mother tinctures, triturations, globules, creams scents, soaps, lotions, shampoo, toilet goods and all kinds of pharmaceuticals, cosmetics and medical preparations required or used in homeopathic, allopathic, ayurvedic, unani or nature cure or any other medicinal system or branch of medicine or as beauty aid or personal hygiene, whether for human, animal, birds, insects for whatever purposes, such as prevention, curation and nourishments.

- b. To carry on the business as manufacturers, suppliers, stockists, manufacturers' representatives, traders, dealers, importers, exporters, factors and agents of all classes and kinds of medicinal apparatuses, instruments, appliances, injections and tools required by physicians, surgeons, doctors, consultants, dentists and orthopedicians in their respective professions.
34. To carry on business as traders, exports, imports, suppliers, job-works, finishings, fabrications or/and manufacturing of steel, wooden, ferrous or non-ferrous metals, furnitures, fixings and lighting fittings, equipments, decoratives.
 35. To work mines or quarries and to find, win, get, work, crush, smelt, manufacture or otherwise deal with chalk, clay, ores and generally to carry on the business of mining of all branches.
 36. To carry on business as manufacturers, processors, refiners, formulators, buyers, sellers, importers and exporters and dealers in all types of chemicals including basic chemicals, heavy or fine, organic, inorganic, biological, laboratory, scientific chemicals, chemicals of any nature used or capable of being used in the pharmaceutical industry, agricultural chemicals, fertilisers, petro chemicals, sanitary, industrial chemicals or any mixtures, derivatives and compound thereof.
 37. To own, occupy, purchase, sell, deal in acquire, hold, hire, possess, exchange, lease, license, mortgage, improve, grow, develop, manage, control, land and to set up agricultural farms, agricultural houses, farm-houses, orchards, gardens and to carry on the business as agriculturists, farmers, millers, gardeners, cultivators, planters, processors in connection with the agricultural and farming activities.
 38.
 - a. To carry on the business of manufacturer's representatives, agents, traders, dealers, exporters, importers, factors, consignors and consignees of all kinds, types and sizes of articles goods, merchandise and commodities whether for domestic, commercial, industrial, agriculture and defence purpose/use in India or elsewhere.
 - b. To carry on all kinds of agency business and as buying and selling agents of all articles, things, commodities and products.
 39. To undertake and carry on the business of shippers, ship owners, shipbreakers, shipping agents, ship managers tug owners, loading brokers, freight contractors, barge owners, lightermen, dredgers and forwarding agents, engineers, ship store merchants, ship husbands, stevedores, salvors ship builders and ship repairers, ship breaking yards and to carry on business of breaking cutting, dismantling of ship, steamers, trailers, steam launches, ocean going vessels plying on water either by company itself or through other arrangements whether on contract or job work basis.
 40.
 - a. To carry on the business of an investment company and to invest in and acquire and hold and otherwise deal in shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company constituted or private industrial enterprises carrying on business in India or elsewhere and shares, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any government, state, dominion, sovereign, public body or authority, supreme, municipal local or otherwise whether in India or elsewhere and to provide merchant banking services by acting as manager to the public issue or brokerage, loan syndication, guarantee and also to act as registrar to the issue, investment schemes of the companies, bodies corporate and also to carry on the business of project financing, shares and securities, financing and to act as shares and stock brokers at any place in India in consultation with the rules and regulations of various stock exchanges in India including over the counter exchange of India (O.T.C.E.I.) in accordance with the guidelines framed by the securities and exchange board of India (SEBI) from time to time.
 - b. To act as brokers, dealers and to carry on the business of share broking, money broking, exchange broking and bill broking, bills purchasing, bills discounting and to advise on portfolio management, investment of money, sale of properties and to act as Registrars and Managers to the issue.
 - c. To act as trustees of any deeds constituting or securing any debentures, debentures-stock or other securities or obligations and to undertake and execute any other trusts and also to undertake the office of or exercise the powers of executor, administrator, receiver, custodian and trust corporation

IV. The liability of the member is Limited.

V. The Authorised share capital is Rs. 3,00,00,000/- (Rupees Three crore only) divided into 30,00,000 (Thirty Lakhs) Equity shares of Rs. 10/- each (rupees Ten only).

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

Sr. No.	Names, Addresses, Descriptions, Occupations and Signature of the Subscribers	Number of Equity Shares taken by each Subscriber	Name, Address Description and Occupation of the Common Witness
1.	RAMESHCHANDRA MAHERCHAND LUTHRA S/o Maherchand Luthra "Luthra House", New Bhatar Road, Surat Occupation : Business Sd/-	1250 (One Thousand Two Hundred Fifty)	All the subscribers have signed and subscribed before me Dhiren R. Dave S/o Rameshchandra 410, Lalbhai Contractor Complex, Nanpura Surat- 395 001 Company Secretary M. No 10956 Sd/-
2.	SHARDARANI RAMESHCHANDRA LUTHRA W/o Rameshchandra Maherchand Luthra "Luthra House", New Bhatar Road, Surat. Occupation : Business Sd/-	1250 (One Thousand Two Hundred Fifty)	
3.	GIRISH RAMESHCHANDRA LUTHRA S/o Rameshchandra Maherchand Luthra "Luthra House", New Bhatar Road, Surat. Occupation : Business Sd/-	1250 (One Thousand Two Hundred Fifty)	
4.	MANNU GIRISH LUTHRA W/o Girish R. Luthra "Luthra House", New Bhatar Road, Surat. Occupation : Business Sd/-	1250 (One Thousand Two Hundred Fifty)	
5.	GUJARAT ENVIRO PROTECTION & INFRASTRUCTURE LIMITED Having Regd. office at plot No. 252/2, Luthra Mill Compound, Pandesara, Surat. Through its authorised person Shri Girish R. Luthra S/o Rameshchandra M. Luthra "Luthra House", New Bhatar Road, Surat. Occupation : Business Sd/- by Board Resolution passed on 05/02/2005	37500 (Thirty Seven Thousand Five Hundred)	
6.	LUTHRA CHEMTEX INDUSTRIES P.LTD. Having Regd. Office at plot No. 251, G.I.D.C, Pandesara, Surat. Through its authorised Person Shri Rameshchandra Luthra S/o Maherchand Luthra "Luthra House", New Bhatar Road, Surat. Occupation : Business Sd/- by Board Resolution passed on 05/02/2005	6250 (Six Thousand Two Hundred Fifty)	
7.	NARENDRA LALCHAND SHAH S/o Lalchand Shah 1006, Nand Enclaves, B/h Govardhan Haveli, Dumas Road, Piplod, Surat. Occupation : Retired Govt. Officer Sd/-	1250 (One Thousand Two Hundred Fifty)	
Total :-		50000 (Fifty Thousand)	

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

GREEN GENE ENVIRO PROTECTION AND INFRASTRUCTURE PRIVATE LIMITED*

Application of Table "A"

1. Subject as hereinafter provided and in so far as these presents do not modify or exclude them the regulations contained in Table "A" in the first schedule to the companies act, 1956 [hereinafter called "the Act"] shall apply to the company in so far as they are applicable to a private company.

Headings

2. The headings hereto shall not affect the construction hereof.

PRIVATE COMPANY

3. The company is a private company limited by shares within the meaning of section 3[1][iii] of the act and accordingly,

[a] restricts the right to transfer its shares, in the manner and to the extent as hereinafter provided.

[b] limits the number of its member to 50[fifty] but not including :

(1) Person who are in the employment of the company.

(2) Persons who having been formerly in the employment of the company were members of the company while in that employment and have continued to be the members after the employment ceased ; provided that where two or more persons hold one or more shares in the company jointly, they shall, for the purpose of this article, be treated as a single member.

[c] prohibits any invitation to the public to subscribe for any shares in or debentures of the company.

[d] prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

[e] the company is having minimum paid-up capital of Rs. 1 Lac or higher amount as may be provided.

***Name Altered vide special resolution passed at an Extra Ordinary General Meeting held on Saturday, 14th Day of April, 2018.**

SHARE CAPITAL

Division of Capital

4. [A] The Authorised Share Capital of the Company shall be as per paragraph V of the Memorandum of Association of the Company with powers to increase or reduce the Share Capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or such other rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to vary, modify abrogate any such rights, privileges or conditions in such manner as may be provided by regulations of the Company and consolidate or subdivide the shares and issue share of higher or lower denomination. By way ordinary resolution.
- [B] Subject to the provision of law the company may in any General Meeting Resolve to capitalise Amount standing to the credit of Share Premium Account, Share Capital Redemption Account or from General Reserve, towards paying up un issued shares as fully paid up Bonus Shares to the members of the Company.

General Authority

5. Wherever in the Companies Act, 1956 it has been provided that the Company shall have any right, privilege or authority or that Company can not carry out any transaction unless the company is so authorised by its Articles then in that case, Articles hereby authorise and empower the Company to have such rights, privileges or Authority and to carry out such transaction as have been permitted by the Companies Act, 1956.

Buy Back of Shares

6. The Directors may buy back securities of the Company by following provisions of Section 77A, 77B of the Companies Act, 1956 and rules made thereunder.

Shares at the disposal of Directors

7. The shares shall be under the control of the Directors who may allot or otherwise dispose of the same or any of them to such persons, in such proportions and on such terms and conditions and at par at, premium or at discount [subject to the provisions of the Act] as they may from time to time think proper.

Calls

8. The Directors may, from time to time, make calls upon the members in respect of any money unpaid on the shares in any manner, as they deem fit.

Power to issue shares at Discount

9. With the previous authority of company in General Meeting and the sanction of the Company Law Board and upon otherwise complying with the provisions of Section 79 of the Act, it will be lawful for the Directors to issue at a discount, shares of a class already issued.

How far new shares to rank with shares in the original

10. Except as otherwise provided by the conditions of issue or by these presents, any capital raised by creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to payment of calls and instalments, transfer and transmission for future, lien, voting rights and otherwise.

First named person deemed sole holder

11. In any share stands in the names of two or more persons, the person first names in the Register of Members shall as regards voting at meetings, service of notice and all or any matters connected with the Company, except the transfer of share and any other matters herein otherwise provided, be deemed to be sole holder thereof but joint holders of the shares shall be severally as well as jointly liable for the payment of all deposits, instalments and calls due in respect of such shares and for all incidents thereof according to the Company's regulations.

Directors may allot shares for consideration other than cash

12. The Board may issue and allot shares in the Capital of the company as payment or part payment for any property sold or transferred, goods or machinery supplied or for service rendered to the Company in or about the conduct of the company's business and shares so allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid up shares.

Liability of Members

13. Every member or his heirs, executors, administrators, assigns or other representatives shall pay to the company the portion of the capital represented by his share or shares which may for the time being remain due and unpaid thereon in such amounts, at such time or times and in such manner as the Board shall from time to time in accordance with the Company's regulations require the payment thereof and so long as any money remain due, owing and unpaid to the Company by any member on any account, such member shall not be entitled at the option of the Board, to exercise any rights or privileges.

TRANSFER AND TRANSMISSION OF SHARES

Restriction on transfer of share

14. Save as hereinafter provided no share shall be transferred to a person who is not a member of Company so long as any Member or any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership is willing to purchase the same at the fair value.

Directors' discretion to decline registration of any transfer

15. The Directors may at any time in their absolute and uncontrolled discretion and without assigning any reason whatsoever, decline or acknowledge any proposed transfer of shares and their power or discretion to refuse such transfer shall not be affected by the fact that the proposed transferee is already a registered member of the Company. Without prejudice to the generality of the aforesaid power, the Directors may in particular so decline in any case in which the Company has a lien upon the shares [or any of them] or whilst any shareholder executing the transfer is either alone or jointly with any person or persons indebted to the Company on any account whatsoever, or whilst any moneys in respect of the shares desired to be transferred [or any of them] remain unpaid or unless the transferee is approved by the Board. The registration of the Transfer shall be conclusive evidence of the approval of the transferee by the Board.

Transfer of shares how to be made

16. Except where the transfer is made pursuant to Article 20, the person proposing to transfer any share [hereinafter called "proposing transferor"] shall give notice in writing [hereinafter called "the Notice"] to the Company that he desires to transfer the same. Such notice shall specify the sum he fixes as fair value of the shares and shall constitute the Directors as agent for the sale of the shares to any member of the Company or person selected as aforesaid willing to purchase the shares [hereinafter called the "Purchasing Member"] at a price so fixed or at the option of the purchasing member at the fair value to be fixed in accordance with Article 17 hereinafter appearing. A transfer notice may include several classes and in such case it would operate as if it were a separate notice of each share. A transfer notice shall not be revoked except with the sanction of the Directors.

Shares comprised in the transfer notice how to be dealt

17. Except where the transfer is made pursuant to Article 20, the shares comprised in any transfer notice shall be dealt with as under:
 - [a] The Board shall forthwith give notice to all the members of the company and specify the price of the shares to be sold and invite each of them to state in writing within 7 days from the date of the said notice whether he is willing to purchase any and if so what maximum number of the said shares.
 - [b] After the expiration of said 7 days the Board shall allocate the said shares comprised in the transfer notice to or amongst the members or member who shall have expressed their or his willingness to purchase as aforesaid, but so that in case of competition, they shall rank for acceptance pari passu in proportion to shares held by them and if any shares cannot be apportioned, such shares shall be offered to them in order determined by lot, and directors shall cause such lots to be drawn accordingly.

- [c] If shares are not taken up by the person to whom they are offered in accordance with the foregoing provisions and the company finds a purchasing member within the space of three months after the expiration of the said 7 days it shall give notice thereof to the purchasing member and proposing transferor who shall be bound upon payment of fair value as fixed in accordance with Article 17 hereof to transfer the shares to such purchasing member or members.

Fair value of the shares to be fixed by the Auditor

18. The fair value of the shares shall be the fair value fixed by the Directors. If the purchasing member wants that the fair value of the shares notified for the transfer shall be fixed by the Auditor of the Company, the Directors shall refer the matter to the Auditors of the Company and Auditors shall certify in writing the sum which in their opinion is the fair value and while so certifying, the Auditors shall be considered to be acting as experts and not as arbitrators and accordingly the provisions of the Indian Arbitration Act shall not apply.

Procedure when proposing transferor makes default in transferring

19. [1] In any case where the proposing transferor after having become bound as aforesaid makes default in transferring, the Directors may receive the purchase money and the proposing transferor shall be deemed to have appointed any one Director or the Secretary of the Company as his agent to execute transfer of shares to the purchasing members, and upon the execution of such transfer, the Company shall hold the purchase money in trust for proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchasing member and after his name being entered in the Register of Members in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.
- [2] If Share Certificate/Certificates in respect of the shares transferred as mentioned above is/are not delivered to the Company by the former holder of such share/shares, the Directors may issue new Certificate/s for such share/shares distinguishing it in such manner as they may think fit from the certificate/certificates not so delivered.

Right of the proposing transferor when the Company does not find a purchasing member

20. If the Directors shall not within the space of the said three months find a purchasing member after giving notice in the aforesaid manner, the proposing transferor shall at any time within three months afterwards be at liberty subject to Article 14 hereof to sell and transfer the share to any person and at a price not less than the fair value as fixed in accordance with Article 17 hereof.

Registration of transfer not to apply for certain transfer

21. Subject to the power of Directors in this behalf as mentioned in Article 14 hereof, any share may be transferred by a member to his spouse or lineal descendants, the restrictions in the proceedings Articles hereto shall not apply to any transfer made by virtue of this Article.

Directors right to transfer shares of deceased members

22. Any person becoming entitled to any share in consequence of death or insolvency of any sale holder thereof or in way otherwise than by transfer upon producing such evidence of his title thereto may, with the consent of directors [which they shall not be under any obligation to give] be registered as a member in respect of such shares, provided the Board shall have the right to decline registration as it would have had if the deceased or insolvent member had transferred the shares before his death or insolvency.

Directors may call for transfer of the shares of the deceased

23. [a] If any member dies, the Board may call the heirs or the executors or the administrators of such deceased members to transfer the shares of the deceased to some person to be approved by the Board at the fair value of the shares and if the heirs or the executors or the administrators do not comply forthwith such requisition, they shall be deemed to have served to the Company with a transfer notice under Article 15 and the provisions of that Article and the subsequent Articles shall apply thereon operate.
- [b] On the death of any joint holders, the survivor or survivors of them shall be the only person or persons recognised by the Company as having any title to the shares but the Directors may require such evidence of death as they may think fit and nothing herein contained shall be deemed to release estate of the joint holder with any other persons.

- [c] The executors or administrators of deceased members shall be the only person recognised by the Company as having any title to his shares and the Company shall not be bound to recognise such executors or administrators or other legal representation as the case may be from a duly constituted Court in India. Provided nevertheless that it shall be lawful for the Directors in its absolute discretion to dispose with production of Probate or Letter of Administration or such other legal representation upon such terms as to indemnity or otherwise as the Directors may deem fit.

Provisions to apply to debentures

24. The provisions of these Articles for transfer and transmission of shares, shall mutatis mutandis apply to the transfer or transmission of any debentures of the Company.

LIEN

Lien on Shares

25. The Company shall have a first and paramount lien upon all the shares registered in the name of each member and upon the proceeds of sale thereof for his debts, liabilities and engagements solely or jointly with any other person to or with the Company whether the period of payment, fulfilment or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared in respect of such shares, unless otherwise agreed. The registration of transfer of shares shall operate as waiver of Company's lien if any, on such shares. The Directors may at any time, declare any shares to be wholly or in part exempt from the provisions of this Article.

GENERAL MEETINGS

Notice of Meeting

26. Any General Meeting may be called by giving to the members clear seven days' notice or a shorter notice than of seven days, if consent is accorded thereto by members of the Company holding not less than 90 percent of the paid up share capital of the Company and it shall not be necessary to annex any explanatory statement to the notice.

Quorum at General Meeting

27. Two members personally present shall be quorum of any General Meeting of the Company.

Voting Right

28. On a Show of hands every members holding equity shares present in person shall have one vote. On a poll every such member present in person or by proxy shall have one vote for each share held by him.

Proxy

29. A member may appoint another member as his proxy to attend and vote instead of himself but a non member shall not be so appointed and provisions of section 176[2] of the Act, shall not apply to the Company.

No vote if calls unpaid, etc.

30. No member shall be entitled to vote at any General Meeting unless all calls and other sum presently payable by him in respect of shares in the Company have been paid and no members shall exercise any voting rights in respect of any shares in regards to which the Company has or have exercised any right of lien.

DIRECTORS

Number of Directors

31. Unless otherwise decided, the number of the Directors shall not be less than two and more than twelve including the Nominee Director and also Alternate Director.

First Directors

32. The Subscribers to the Memorandum and Articles of Association of this Company shall be first directors of the Company not liable to retire unless they resign.

Power to fill casual vacancy

33. Subject to the provisions of Section 262 of the Act, the Board shall have the power at any time and from time to time, to appoint any qualified person to be a Director to fill a casual vacancy. Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.

Power to appoint Alternate Director

34. Subject to Section 313 of the Act, the Board of Directors of the Company may appoint an Alternate Director to act for a Director during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held.

Power of Directors to appoint Additional Directors

35. The Directors shall have power at any time and from time to time to appoint any other person as Director as an addition to the Board so that total number of Directors shall not at any time exceed the maximum number fixed as above and any person so appointed as an Additional Director shall retain his office only until the next Annual General Meeting, but shall then be eligible for re-appointment.

Nominee Director

36. Subject to the provisions of the Act and to these Articles, whenever the Directors enter into a contract with any Government, Central, State or Local, any Bank/s or Financial Institution/s or any person/s [hereinafter referred to as "the Appointer"] for borrowing any money or for providing any guarantee or security for any technical or financial collaboration or assistance or for entering into any other arrangement, whatsoever, the Directors shall have the power to agree that such appointer shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such terms and conditions as may be mentioned in the agreement and that such Director or Directors may not liable to retire by rotation nor be required to hold any qualification shares. The Directors of Company may also agree that such Director may be removed from time to time by the appointer and the appointer may appoint another or others in his or their place and also fill in any vacancy, which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever.

Chairman of the Board

37. The Board may from time to time appoint any Director to be the Chairman of the Board. The Chairman of the Board shall be subject to the same provisions as to resignation and removal as the other Directors, and he ipso facto, and immediately ceases to be the Chairman if he ceases to hold the office of Director for any cause.

Directors can hold office

38. Subject to the provisions of Sections 299 and 314 of the said Act, a Director may hold any other office or place of profit under the Company except that of any auditor upon such terms and remunerations as may be determined by the Board from time to time.

Sitting Fee

39. Every Director shall be paid out of the funds of the Company such sum as the Directors may from time to time determine for attending every meeting of the Board or any committee of the Board, subject to the ceiling prescribed under the Act. The Directors shall also be paid travelling and other expenses for attending and returning from meeting of the Board and any other expenses properly incurred by them in connection with the business of the Company.

Qualification Share

40. No qualification share shall be required for a Directors.

Directors to retire by rotation

41. The Directors shall not be liable to retire by rotation at every Annual General Meeting of the Company.

Contract by Directors

42. Subject to the provisions of Sections 297 and 299 of the said Act, a Director shall be capable of contracting and participating in the profits of any contract with the Company and shall be directly or indirectly concerned or interested in any contract or arrangement entered into by or on behalf of the Company in the same manner as if he was not a Director.

Special remuneration to Directors

43. If any Director being willing, shall be called upon to perform extra services which expression shall include work done by the Director as a member of any committee formed by the Directors or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Board may resolve to remunerate such Director either by a fixed sum or by a percentage of profit or otherwise as may be determined by the Directors and such remuneration may be in addition to the remuneration above provided.

Expenses to Directors

44. In addition to the remuneration payable to them in pursuance of the aforesaid Articles, the Directors may be paid taxi, air or railway return fare, hotel and other incidental expenses incurred by them for the purposes of attending and returning from meeting of Board of Directors or any committee thereof or any general meeting of Company or in connection with the business of the Company.

PROCEEDINGS OF THE BOARD

Quorum

45. The quorum for a meeting of the Board shall be one third of its total strength or two Directors, whichever is higher.

Resolution by Circulation

46. Save as otherwise expressly provided in the Act, a Resolution shall be valid and effectual as if it had been passed at a meeting of the Board or Committee thereof, as the case may be duly convened and constituted, if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee of the Board, as the case may be, then in India [not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be] and to all other Directors or members of the Committee at their usual address in India, and has been approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote on the resolution.

POWER OF DIRECTORS

47. The Business of the Company shall be vested in the Board of Directors who may in addition of the powers and authorities by these presents or otherwise expressly conferred upon them exercise all or any of such powers and do such acts and things as may be exercised or done by the Company and are not hereby or by statute law expressly directed or done by the Company of any statute or law of any regulation from time to time made by the Company in General Meeting, but subject to nevertheless to the provisions of any statute or law or any regulation from time to time made by the Company in General Meeting.
48. Without prejudice to the general powers conferred by these Articles and the other powers conferred by these presents, it is hereby declared that unless otherwise determined by the directors, the directors shall have the following powers that is to say :
- (a) to pay the costs, charges and expenses incidental to the promotion, establishments, registration and running of business and affairs of Company.
 - (b) to take on lease, purchase or otherwise acquire any property or privileges which the Company is authorised to acquire, at such price and generally on such terms and conditions as they think fit.
 - (c) 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 purpose and to execute and do all such instruments and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.

- (d) to improve, manage, develop, exchange, lease, mortgage, dispose or turn to account, or otherwise deal with absolutely or conditionally all or any part of the property, privilege or rights of the Company, upon such terms, conditions and for such consideration as they think fit.
- (e) to appoint any persons to be the attorney or agents of the Company for such purpose and with powers, authorities and discretion not exceeding if those vested in or exercisable by the directors and for such period and subject to such terms and conditions as may be thought fit.
- (f) to enter into, carry out, rescind or vary all financial arrangement with any banks persons or corporation for or in connection with the Company's business or affairs and pursuant to or in connection with such arrangements to deposit, pledge or hypothecate any property of the Company or the documents representing or relating to the same.
- (g) to make and give receipts, permission, release and other discharge for money payable to the Company and for the claims and demands of the Company.
- (h) to compound and allow time for the payment or satisfaction of any of debts due to or by the Company and to refer claims and demands of the Company.
- (i) for and on behalf of the Company to draw accept endorse and all negotiable all such cheques bills of exchange, promissory notes, hundies, drafts government bonds other securities as shall be necessary in or for carrying on the affairs of the Company.
- (j) to institute, conduct, prosecute, defend compromise, withdraw or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company.
- (k) to invest and deal with any of the Moneys of the Company upon such securities (not being shares in this Company or investments and in such manner as they may think fit and from time to time realise such securities and investment.
- (l) 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 matters aforesaid or otherwise for the purposes of the Company.
- (m) at their discretion, to pay in cash or in fully or partly paid up shares for any property, rights or privileges, acquired by or service rendered to the Company or the premium payable in respect of any leases taken by the Company.
- (n) to accept from any member on such terms and conditions as shares agreed upon a surrender of his shares or any part thereof.
- (o) to sell lease or otherwise dispose of whole or substantially the whole of the undertaking of the Company.
- (p) to give to any person employed by the Company a commission on profits or turnover of any particular business or a transaction or share in the general profits of the Company and such commission or share of profits shall be treated as part of the working expenses of the Company.
- (q) from time to time, vary and repeal bye laws for the regulations of the business of the Company, its officers employees, agents and associates.
- (r) to form, amend create for the employees of the Company and other persons having dealings with it such fund to provide for pensions, gratuities, superannuation fund, provident fund and the like as they may deem fit.
- (s) to make and after rules and regulations concerning the time and manner or payment of the contribution of the employees and the Company respectively to any such Fund, the actual employment, suspension and forfeiture of the benefits of the said Fund and the applications and disposal thereof and to otherwise in relation to the working management of the said Fund as the Directors shall from time to time think fit.

MANAGING DIRECTORS

Power to appoint Managing Directors

- 49. The Board may from time to time appoint any one or more Directors to be the Managing Director/Wholetime Director of the Company on such remuneration and terms and conditions as the Board may think fit, and for a fixed term or without any limitation as to the period for which he is to hold such office and from time to time [subject to the provisions of any contract between him and Company] remove or dismiss him from office and appoint another in his place.

To what provisions he shall be subject

50. Managing Director [subject to the provisions of any contract between him and the Company] be subject to the same provisions as to resignation and removal as the other Directors and shall ipso facto and immediately cease to be the Managing Director if he ceases to hold the office of Director for any cause.

Remuneration of the Managing Director/s and or wholetime Director/s

51. Managing Director/Wholetime Director shall, in addition to the remuneration payable to him as a Director of the Company as sitting fee, receive such remuneration as may be sanctioned by the Board from time to time and such remuneration may be fixed by way of salary or commission or participation in profit, or perquisites and benefits or by some or all of these modes.

Management

52. The general meeting of the business of the Company subject to the control and supervision of Directors shall be in the hands of the Managing Director/s, Wholetime Director/s of the company, if any, who shall have power and authority on behalf of the Company to make all the purchases and sales and to enter into all contracts and to do all such acts and things which are usually necessary or desirable in the management of the affairs of the Company or in carrying out its objects and for and on behalf of the Company to draw, accept, endores and negotiate all the cheques, bills of exchange, promissory notes, drafts, Government and other securities as shall be necessary for or carrying on the affairs of the Company and to institute, conduct, defend, compromise, refer to arbitration and abandon legal and other proceedings, claims and disputes in which the company is concerned and to employ in or to appoint for the purpose of Management of the business of the Company and to remove or suspend such administrators, secretaries, managers, experts, engineers, agents, clerks, brokers and other employees as he or they shall think proper and to advance money for purchase of goods, machinery, stores, or any other property, article and things required for the purpose of the Company with or without security.

THE SEAL

53. The Board of Directors shall select a Seal for the Company and provide by resolution for the safe custody and affixing thereof, unless otherwise determined, any of the Directors may use and affix the Seal of the Company on behalf of the Company and the said Director shall sign the same in token thereof.

BORROWING POWERS

Powers to Borrow

54. The Board may from time to time, for the purpose of the Company's business raise or borrow or secure the payment of any sum or sums of money in excess of the aggregate of paid up capital of the Company and its free reserves in addition to temporary loans, if any, obtained from the Company's bankers as they, in their discretion deem fit and proper. Any such money may be raised or the payment or repayment thereof may be secured in such manner and upon such terms and conditions in all respect as the Board may think fit by promissory notes or by opening loan or current accounts or by receiving deposits and advances at interest with or without security or otherwise and in particular by the issue of bonds, perpetual or redeemable debentures, stocks of the Company charged upon all or any part of the property of the Company [both present and future] including its uncalled capital for the time being or by mortgaging or charging or pledging any lands, buildings, machinery, plant, goods or other property and securities of the company or by other means as the Board deems expedient.
55. The Board from time to time, before recommending any dividend, set aside, out of profits of the company, such sum as they think fit, as a reserve-fund for redemption of debenture or to meet contingencies for equilisation of dividends or for special dividends or for rebuilding, repairing, restoring, replacing, improving, maintaining, or altering of any of the property of the company or for such other purposes as it may in their absolute discretion, think conducive to the interest of the Company or by issue of bonus shares and without being bound to keep the same on deposit with bank and from time to time deal with every such investment and deposit of all or any part thereof for the benefit of the company any they may divide the reserve fund into special funds as they think fit with full power to employ the assets constituting the reserve funds in the business of the company and that without being bound to keep the sum separate from other assets save as

any contrary direction given by the general meeting, the Board shall have the power to pay interim dividend. The Company may declare dividend in relation to any year by an extra ordinary general meeting where the sums has not been declared in the last annual general meeting.

Powers of the Board to modify final accounts

56. Every balance sheet and profit and loss account of the Company when audited and adopted by the Company in general meeting shall be conclusive except as regards any matter in respect of which modifications may from time to time be considered proper by the Board of Directors and approved by the Company at its general meeting.

Bonds, Debentures, etc. to be subject to the control of Directors

57. Any Bonds, debenture stock or other securities may be issued by the company and the same shall be under the control of the Board, who shall issue them upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the company.

INDEMNITY

58. Subject to the provisions of Section 201 of the Act, the directors, secretary and the other officers for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs, executors and administrators respectively shall be indemnified out of the assets of the Company from and against all suits, proceedings, cost, charges, losses, damage and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duty in their respective office of trust except such, if any they shall incur or sustain; by or through their own wilful neglect or default respectively and no such officer or trustees shall be answerable for the acts, receipts, neglects or defaults, of any other officer or trustees or joining in any receipts for the sake of confirming or for the solvency or honesty of any bankers or other persons with whom any money or effects belonging to the Company may lodged or deposited for safe custody or for any insufficiency or deficiency of any securities upon which any money of the Company shall be invested or for any other loss or damage due to any such cause as aforesaid or which may happen in or about the execution of this office or trust unless the same shall happen by the wilful, neglect or default of such officer or trustee.

Secrecy clause

59. [a] Subject to the provisions of Companies Act, 1956 no member shall be entitled to visit or inspect any work of the company without the permission of the Directors, Managing Directors or Secretary or any discovery of any information or any detail of the Company's business or any other matter, which is or may be in the nature of a trade secret, mystery of secret process or which may relate to the conduct of the business of the company and which in the opinion of the Directors or the Managing Director will be inexpedient in the collective interests of the members of the company to communicate to the public or any member.
- [b] Every Director, manager, secretary, auditor, trustee, member of committee, officer, servant, agent, accountant or other person employed in the business of the company will be upon entering his duties pledging himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

Audit

60. The auditor/s of the company shall be appointed, their remuneration shall be fixed, rights, duties and liabilities shall be regulated and their qualifications and disqualifications shall be in accordance with the provisions of Sections 224 to 233 both inclusive of the Companies Act, 1956.

Winding up

61. In winding up whether voluntarily or otherwise the liquidators may with the sanction of a special resolution distribute all or any of the assets of the Company in specie or kind among the contributories in accordance with their respective rights.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Articles of Association.

Sr. No.	Names, Addresses, Descriptions, Occupations and Signature of the Subscribers	Name, Address, Description and Occupation of the Common Witness
1.	RAMESHCHANDRA MAHERCHAND LUTHRA S/o Maherchand Luthra "Luthra House", New Bhatar Road, Surat. Occupation : Business Sd/-	<p>All the subscribers have signed and subscribed before me.</p> <p>Dhiren R.Dave S/o Rameshchandra</p> <p>410, Lalbhai Contractor Complex, Nanpura, Surat- 395 001.</p> <p>Company Secretary</p> <p>M.No 10956</p> <p>Sd/-</p>
2.	SHARDARANI RAMESHCHANDRA LUTHRA W/o Rameshchandra Maherchand Luthra "Luthra House", New Bhatar Road, Surat. Occupation : Business Sd/-	
3.	GIRISH RAMESHCHANDRA LUTHRA S/o Rameshchandra Maherchand Luthra "Luthra House", New Bhatar Road, Surat. Occupation : Business Sd/-	
4.	MANNU GIRISH LUTHRA W/o Girish R. Luthra "Luthra House", New Bhatar Road, Surat. Occupation : Business Sd/-	
5.	GUJARAT ENVIRO PROTECTION & INFRASTRUCTURE LIMITED Having Regd. office at plot No. 252/2, Luthra Mill Compound, Pandesara, Surat. Through its authorised person Shri Girish R. Luthra S/o Rameshchandra M. Luthra "Luthra House", New Bhatar Road, Surat. Occupation : Business Sd/- by Board Resolution passed on 05/02/2005	
6.	LUTHRA CHEMTEX INDUSTRIES P.LTD. Having Regd. Office at plot No. 251, G.I.D.C, Pandesara, Surat. Through its authorised Person Shri Rameshchandra Luthra S/o Maherchand Luthra "Luthra House", New Bhatar Road, Surat Occupation : Business Sd/- by Board Resolution passed on 05/02/2005	
7.	NARENDRA LALCHAND SHAH S/o Lalchand Shah 1006, Nand Enclaves, B/h Govardhan Haveli, Dumas Road, Piplod, Surat. Occupation : Retired Govt Officer Sd/-	

Place : **Surat**

Dated this 16th day of February , 2005.