

**UNDER THE COMPANIES ACT, 1956
(1 OF 1956)
COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF
CURA TECHNOLOGIES LIMITED**

1. The regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956, shall not apply to this Company except in so far as they are embodied in the following Articles which shall be the regulations for the management of this company.

INTEPRETATION

2. In these regulations:
 - (a) The Act means the Companies Act, 1956 and every statutory modification thereof and every relevant Companies Act for the time being in force.
 - (b) The Common Seal shall mean the Common Seal of the Company approved by the Board of Directors from time to time.
3. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

CAPITAL

4. The Authorised share capital of the Company is ₹ 15,00,00,000.00 (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity shares of ₹ 10 each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and split such Shares and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions, as may be determined and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.
5. Subject to the provisions of these articles and of the Act, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such time as the directors think fit and (subject to the provisions of Section 78 and 79 of the Act) either at a premium or at par or at discount.
6. Subject to the provisions of section 80, any preference shares may with sanction of a special resolution be issued on the terms that they are or at the option of the Company are liable to redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.
7. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock of the Company or procuring or agreeing (whether absolute or conditional) for shares, debenture or debenture stock of the Company but so that if the commission in respect of shares shall be paid, the provisions of Sections 76 and 79 and other statutory requirements shall be observed and complied with and the amount of rate of commission shall not exceed 5 percent of the issue price of shares and 2.5% of the issue price of debenture or debenture stocks in each case subscribe or to be subscribed. The Company may also pay such brokerage as may be lawful.
8. The joint holders of a share shall severally as well as jointly be liable for the payment of all installments and call due in respect of such shares.
9. Except as recognised by law, no person shall be recognised by the Company as holding any shares upon trust and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holders.
10. The Company shall cause to be kept at its Registered Office or at such other place as may be decided by the Board of Directors, the Register and Index of Members

in accordance with Sections 150 and 151 and other applicable provisions of the Companies Act, 1956 and the Depositories Act, 1996 with the details of shares held in physical and dematerialized form in any media as may be permitted by law including in any form of electronic media. The Register and Index of Beneficial Owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also deemed to be the Register and Index of Members for the purpose of the Companies Act, 1956 and any amendment or re-enactment thereof. The Company shall have power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

Dematerialization of Securities:

For the purpose of this Article, the following shall apply unless the context otherwise requires:

A. Definitions:

Beneficial Owner: ‘Beneficial Owner’ means the beneficial owner as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996;

Bye-Laws: ‘Bye-Laws’ means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996;

Depositories Act: ‘Depositories Act’ means the Depositories Act, 1996, and any statutory modification or re-enactment thereof for the time being in force;

Depository: ‘Depository’ means a company formed and registered under the Companies Act, 1956 (1 of 1956) (‘the Act’) and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992 (15 of 1992);

Record: ‘Record’ includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the regulations made by SEBI;

Regulations: ‘Regulations’ means the regulations made by SEBI;

SEBI: SEBI means the Securities and Exchange Board of India;

Shareholder or member: ‘Shareholder’ or ‘member’ means the duly registered holder, from time to time of the shares of the Company and includes the subscribers to the Memorandum of Association of the Company and also every person holding Equity Shares and/or Preference Shares of the Company as also one whose name is entered as a beneficial owner of the shares in the records of a Depository;

B. Dematerialisation of Securities:

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize or rematerialize its shares, debentures and other securities (both existing and future) held by it with the Depository and to offer its shares, debentures and other securities for subscription in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under, if any;

C. Option for Investors:

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

Where a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of such information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the security;

D. Securities in Depositories to be in fungible form:

All securities held by a Depository shall be dematerialised and shall be in a fungible form. Nothing contained in Sections 153, 153A, 153B, 187A, 187B and 187C and 372 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners;

E. Rights of Depositories and Beneficial Owners:

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

securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities held by a Depository.

F. Depository to furnish information:

Notwithstanding anything to the contrary contained in the Act or these Articles, where the securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies and discs;

G. Option to opt out in respect of any security:

If a beneficial owner seeks to opt out of a Depository in respect of any security, the beneficial owner shall inform the Depository accordingly. The Depository shall, on receipt of the intimation as above, make appropriate entries in its record and shall inform the Company accordingly.

The Company shall within thirty (30) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the beneficial owner or the transferee as the case may be;

H. Section 83 and 108 of the Act not to apply:

Notwithstanding anything to the contrary contained in the Articles

- a. Section 83 of the Act shall not apply to the shares with a Depository;
- b. Section 108 of the Act shall not apply to transfer of security affected by the transfer of security affected by the transferor and the transferee both of whom are entered as beneficial owners in the records of a Depository.

I. Register and Index of Beneficial Owners:

The Register and Index of Beneficial Owners maintained by a Depository under Section 11 of the Depositories Act shall be deemed to be the Register and Index of Members and Security holders as the case may be for the purposes of these Articles.

J. Intimation to Depository:

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

K. Stamp duty on securities held in dematerialised form:

No stamp duty would be payable on shares and securities held in dematerialized form in any medium as may be permitted by law including any form of electronic medium.

L. Applicability of the Depositories Act:

In case of transfer of shares, debentures and other marketable securities, where the Company has not issued any certificate and where such shares, debentures or securities are being held in an electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.

M. Company to recognize the rights of Registered Holders as also the Beneficial Owners in the records of the Depository:

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the Beneficial Owner of the shares in records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus or service of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.”

11. If a share certificate be defaced lost or destroyed, a fresh one may be issued in its stead in accordance with the issue of share Certificate Rules and on payment of such fee, if any, as may be determined by the Board not exceeding Rupees Two and on such terms as to evidence and indemnity and the payment of the off-pocket expenses incurred by the company in investigating the evidence as be Board may think fit.

LIEN

12. The Company shall have a first and paramount lien upon all the shares (not being fully paid shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereon for unpaid calls and such lien shall extend to all dividends from time to time declared in respect of such shares. Fully paid up shares are free from all liens.
13. The Company may sell in such a manner as the Board thinks fit any shares on which the Company has a lien but no sale shall be made until the expiration of

fourteen days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holder for the time being of the share or to the person entitled to the share by reason of his death or insolvency. The Board may appoint a person to effect the sale and transfer.

14. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given the directors may appoint some person to execute an instrument of transfer for the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings nor to the application of the purchase money and after his name has been entered in the register in respect of such share the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

CALLS ON SHARES

15. The Board may from time to time, subject to the terms on which any shares may have been issued, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotments thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the Company at the time and place appointed by the Directors. A call may be made payable by installments.
16. A call shall be deemed to have been made at the time when the resolution of the directors authorising such call was passed. Not less than fourteen days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.
17. If any member fails to pay any call, due from him on the day appointed, for payment thereof, as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member and the Board shall be at liberty to waive payment of such interest either wholly or in part.
18. The Board may, if it thinks fit, receive, from any member willing to advance the same, all or any part of the moneys due upon the shares held by him beyond the sums actually called for and upon the money so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the members paying such sum in advance and agreed by the Board. Moneys so paid in excess of the amounts of calls shall not rank for

dividends or participate in profits. The Board may at any time repay the amount so advanced upon giving to such member three months notice in writing.

TRANSFER AND TRANSMISSION OF SHARES

19.
 - a. A common form of transfer as prescribed under the Companies Act, 1956 shall be used for share transfers
 - b. Fully paid shares shall be free from lien and that in the case of partly paid shares the company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.
 - c. There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
 - d. Option or right to call of shares shall not be given to any person except with the sanction of the company in general meetings.
20. Subject to the provisions of section 111 of the Act, the Board may refuse to register any transfer of share upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any person or persons indebted to the Company on any account whatsoever unless the company has lien on the shares. In case of refusal to transfer shares, the Company shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer.
21. Registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the company.
22. The executors or administrators or holders of the succession certificate or the legal representative of deceased (not being one or two or more joint holders) shall be the only persons recognised by the company as having any title to the shares registered in the name of such member and the company shall not be bound to recognise such executors or administrators or holder of succession certificate or the legal representatives unless they shall have first obtained Probate or Letters of Administration or Succession Certificate or other legal representation as the case may be from a duly constituted court in the Union of India provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of Probate or Letters of Administration or Succession Certificate upon such terms as to indemnity or otherwise as the Board in its absolute discretion may think necessary and register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member as a member.

23. Subject to the provision of the preceding Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by transfer in accordance with these Articles may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he purports to act under these Articles or of his title as the Board think sufficient either be registered himself as the holder of the shares or elect to have some person nominated by the Board registered as such holder provided nevertheless that if such person shall elect to have his nominee registered he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the shares.
24. The person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not before being registered as a member in respect of the share, be entitled in respect of it, to exercise any right conferred by membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if notice is not complied within sixty days, the Board may thereafter withhold payment of all dividends, bonus, or other moneys payable in respect of the shares until the requirements of the notice.
25. No fee shall be payable to the Company in respect of the transfer or transmission of any shares in the Company.

FORFEITURE

26. If any member fails to pay any call or installment on or before the day appointed for the payment of the same, the Board at any time thereafter during such time as the call or installment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the company by reason of such non-payment.
27. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment of at or before the time and at the place appointed, the shares in respect of which such call was made or installment is payable will be liable to be forfeited.

28. If the requisition of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may at any time thereafter before payment of all calls or installments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect.
29. When any shares shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
30. Any share so forfeited shall be deemed to be the property of the company and the Board may sell, re-allot or otherwise dispose the same in such manner as they think fit.
31. The Board may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of annul the forfeiture thereof on such conditions as they think fit.
32. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding remain liable to pay the company all moneys which at the date of forfeiture were presently payable by him to the company in respect of the share, but his liability shall cease if and when the company receives payment in full of the nominal amount of shares.
33. A duly verified declaration in writing that the declarant is a Director or Secretary of the company and the certain shares in the company have been duly forfeited on date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipt of the company for the consideration, if any, given for the shares on the sale or disposal thereof shall constitute a good title to such shares and the person to whom the shares are sold shall be registered as the holder of such shares and shall not be bound to see the application of purchase money nor shall his title to such shares be affected by any irregularity or invalidity in the proceeding in reference to such forfeiture, sale or disposal.

ALTERATION OF CAPITAL

34. The Board may, with the sanction of the Company, by an ordinary resolution in General Meeting, increase the authorised share capital by such sums to be divided into shares of such amount, as the resolution shall prescribe.
35. The Company may by ordinary resolution:
 - 1) a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.

- b) subdivide the whole or any part of its share capital into shares of smaller amount than is fixed by the Memorandum of Association subject nevertheless to the provisions of clause (d) of Sub section (1) of the Section 94 of the Act.
 - c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- 2) The Company may, by Special Resolution, reduce its Share Capital or Capital Redemption Fund or Share Premium Account in any manner and subject to any incident authorised and consent required by law.

35-A: Buyback of Shares

Notwithstanding anything contained in these Articles, subject to the provisions of section 77 A, 77AA and 77B of the Act and Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 as may be in force at any time and from time to time, the company by special resolution or the board of directors of the company as the case may be, subject to limits, restrictions, terms and conditions, approvals as may be required under the provisions of the Act in order to acquire, purchase and own for extinguishing and physically destroying any of its fully paid shares and/or any other securities as may be specified under the Act, Rules and Regulations from time to time and may make the payment thereof out of its free reserves, securities premium account or the proceeds of any other specified securities issued specially for the purpose of buy-back or any other modes as may be permitted from time to time. The company or the Board as the case may be, may also decide other terms and conditions including that of payment in one or more installments for such purchase or acquisition; as may be permitted under the Act of the Regulations in force at the relevant time.

GENERAL MEETINGS

- 36. The General meetings of the Company other than Annual General Meetings shall be called Extraordinary General Meetings.
- 37. The Board may, whenever they think fit or they shall or on the requisition of the holders of not less than one tenth of the paid up capital of the company in regard to the matter of which the requisition is made, forthwith proceed to convene an Extraordinary General Meeting of the company and in the case of such requisition the provisions of section 169 of the Act apply.
- 38. Five members entitled to be and personally present shall be the quorum for a General Meeting and no business shall be transacted by any General Meeting unless the requisite quorum is present at the commencement of the business.
- 39. The Chairman, if any, of the Board of the Directors shall preside as Chairman at every General Meeting of the company.

40. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding meeting or is unwilling to act as Chairman, the Managing Director or in his absence any other Director may preside as Chairman and if no Director be present, or if all the Directors decline to take the Chair, then the members present shall choose someone of their members to be the Chairman.
41. No business shall be transacted at any General Meeting except election of a Chairman whilst the chair is vacant.
42. The Chairman may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn that meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as nearly as may be in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
43. In the case of equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or a casting vote.

VOTES OF MEMBERS

44. (1) a) On a show of hand every member holding equity shares present in person shall have one vote.

b) On a poll every member holding an equity share therein shall have voting right in proportion to his share of the paid up equity share capital.
- 44 A. Resolutions by postal ballot

Notwithstanding anything contained in these Articles, pursuant to Section 192A of the Companies Act, 1956, the Company may, and in the case of resolution relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot (including voting by electronic mode), shall, get any resolution passed by means of a postal ballot (including voting by electronic mode), instead of/in addition to transacting the business in the General Meeting of the Company. Where the Company decides to pass any resolution by postal ballot, it shall send a notice by post, or by any other method as may be prescribed by the Central Government in this behalf to all the shareholders, along with draft resolution explaining reasons therefor, and requesting them to send their assent or dissent in writing on a postal ballot, in postage pre-paid envelope to be provided by the Company, within a period of 30 days or within such period as

may be prescribed by the Central Government from the date of posting of the notice.

If a resolution is assented to by a requisite majority of the shareholders by means of a postal ballot (including voting by electronic mode), it shall be deemed to have been duly passed at a General Meeting in that behalf.”

45. In the case of joint holders, the vote of the first named of such joint holders, who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.
46. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or upon poll, by his committee or other legal guardian, on a poll, may vote by proxy.
47. No member shall be entitled to vote either personally or by proxy at any General Meeting or meeting of class of shareholders either upon a show of hands or upon poll in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid.
48. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of its attorney duly authorised in writing. Any person whether or not he is a member of the company may be appointed as proxy.
49. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
50. An instrument appointing a proxy may be in any one of the forms prescribed under Schedule IX of 10 the Act or in any other form as near thereto as circumstances admit.

BOARD OF DIRECTORS

51. (a) The Company shall have not less than 3 and not more than 12 directors including additional, alternative or nominated or institutional directors.

(b) The Company may, from time to time in the General Meeting, increase or reduce the number of Directors subject to approval by the Central Government in the case of an in-crease over the limit prescribed by Section 259 of the Act.
52. The first Directors of the Company shall be:

- 1) Sri A. Mallikharjuna Rao
 - 2) Smt A. Anuradha
 - 3) Sri S. Manmohan Rao
53. No share qualification shall be required of any Director and any person, whether a shareholder or not may be appointed and contained as Director without acquiring any share qualification.
54. In case of Union Government or any State Government of any Industrial Finance Corporation sponsored or financed by any of the aforesaid Governments, grants, loans to the Company or accepts participation in the capital and direction of the company such Government or Corporation may during such period entitled to nominate subject to the provisions of the Act in the interests of such Government or Corporation, on the Board not exceeding one-third of the total number of Directors and such Directors are not liable to retire by rotation.
55. The Board shall have power to appoint one or more individuals to be additional Directors, provided that the number of Directors and Additional Directors so appointed shall not at any time exceed the limit fixed.
56. The Board of Directors may appoint any individual to be an alternate Director during the absence of a Director from the State in which the meetings of the Board are ordinarily held provided such absence shall not be for a lesser period than 3 months. Such appointee while he holds office as an alternate Director shall be entitled to notice of all the meetings of the Board and to attend and vote there at and on all resolutions proposed in circulation.
57. The Directors for the time being of the Company shall each be paid a sitting fee of such sum as may be decided by the Board from time to time, for every meeting of the Board or of any Committee of the Board attended by them in addition to all travelling expenses by rail or air as the case may be, halting, and other expenses incurred by them in attending and returning from such meeting of the Board, or/of any committee of the Board or/of General Meeting of the Company.
58. If any Director shall be appointed to advise the Board as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Board may, subject to and in accordance with the provisions of the Act and in particular Section 309 and 314 of the Act, pay to such directors such special remuneration as they may think fit which remuneration may be in the form of either salary or commission or percent-age of profit and may either be in addition to or in substitutions of remuneration specified under the last preceding article.
59. Not less than two-thirds of the total number of Directors for the time being shall be persons whose period of office is liable to determination by retirement by rotation and in very Annual General Meeting, one-third of the number of

- Directors liable to retire from office. The Directors to retire in such cases shall be those who have been longest in office since their last election but as between shall (unless they otherwise agree among themselves) be determined by lot. However all the first directors named in the Articles shall retire at the first annual general meeting.
60. A retiring Director shall be eligible for re-election.
 61. The business of the Company shall be managed by the Board who may exercise all such powers of the Company as are not by the Act or any statutory modification thereof for the time being in force or by these Articles, required to be exercised by the Company in General Meeting subject nevertheless, to any regulations of these Articles or to the provisions of the said Act.
 62. Subject to the provisions of section 293(1)(d) of the Companies Act, 1956, and other applicable provisions if any, the company hereby accords its consent to the Board of Directors borrowing any sum or sums of money from time to time, from any one or more of the company's bankers / other banks and/or from any one or more other persons, firms, bodies corporate or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured mortgage by way of charge and / or by mortgage, hypothecation or lien or pledge of the company's assets and properties, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, whether movable or stock in trade (including raw materials, stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertakings of the company for securing the borrowings availed/to be availed by the Company and/or any of the Company's holding / subsidiary / affiliate / associate company, notwithstanding that the moneys to be borrowed together with money's already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of the business) will or may exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, but so however that the total amount up to which the money's may be borrowed by the board of directors and outstanding at any time shall not exceed the sum of Rs.1100 Crores (Rupees Thousand One Hundred Crores) only exclusive of interest and the directors are hereby further authorized to execute such deeds of debentures and debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments or writings as they may think fit and containing such conditions and covenants as the directors may think fit.

63. (1) The remuneration of the directors, shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.
- (2) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all traveling, hotel and other expenses properly incurred by them.
- a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - b) in connection with the business of the company.
64. The Board may pay all expenses incurred in getting up and registering the company.
65. The company may exercise the powers conferred by section 50 with regard to having an official seal for use abroad and such powers shall be vested in the Board.
66. The Company may exercise the powers conferred on it by Sections 157 and 158 with regard to the keeping of foreign register and the Board may (subject to the provisions of those sections) make and vary regulations as it may think fit respecting the keeping of any such register.
67. All cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments and all receipts for moneys paid to the company shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
68. Every director present at any meeting of the Board or of a Committee thereof shall sign his name in a book to be kept for that purpose.
69. (1) The Board shall have power at any time and from time to time, to appoint a person as an additional director provided the number of the directors and additional director together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (2) Such person shall hold office only up to the date of the next general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
70. Except as otherwise provided by these Articles, all the directors of the company shall have in all matters equal rights and privileges and be subject to equal obligations and duties in respect of the affairs of the company.

MANAGING DIRECTORS

71. Subject to the provisions of Sections 267, 268, 269, 316, 317 of the Act, the Board may, from time to time appoint one or more Directors to be Managing Director or Managing Directors of the Company, either for a fixed term or without any limitations as to the period for which he or they is or are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them) from office and appoint another or others in his or their place or places.
72. Subject to the provisions of Section 309, 310 and 311 of the Act, a Managing Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under these Articles, receive such remuneration as may from time to time be approved by the Company.
73. Subject to the provisions of the Act and in particular to the prohibitions and restrictions contained in Section 292 thereof the Board may from time to time entrust to and confer upon the Managing Director or Managing Directors for the time being, such powers for such time and to be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as they think fit and they may confer such powers, either collaterally with or to the exclusion of, and in substitution for all or any of the powers of the Directors in that behalf and may from time to time, revoke, withdraw, alter or vary all or any of such powers.
74. Subject to the provision of the Act, the Managing Director or Managing Directors shall not, while he or they continue to hold that office, be subject to retirement by rotation in accordance with Article 59.

PROCEEDINGS OF BOARD

75. (1) The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
(2) A director may, and the manager or secretary on the requisition of a director shall, at any time summon a meeting of the board.
76. (1) Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes.
(2) In case of an equality of votes, the Chairman of the Board, if any shall have a second or casting vote.
77. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the act for a

- meeting of the board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
78. (1) The Board may elect a Chairman of its meetings and determine the period for which he is to hold office.
- (2) If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairman of the meeting.
79. (1) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (2) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
80. (1) A committee may elect a Chairman of its meetings.
- (2) If no such chairman is not elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the member present may choose one of their members to be chairman of the meeting.
81. (1) A committee may elect a Chairman of its meetings.
- (2) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes, the Chairman shall have a second or casting vote.
82. All acts done by any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such director or such person have been duly appointed and was qualified to be a director.
83. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of a Board or Committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee, duly convened and held.

MANAGER OR SECRETARY

84. Subject to the provisions of the Act
- (1) A Manager or secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit and any manager or secretary so appointed may be removed by the board.
 - (2) A director may be appointed as manager or secretary.
85. A provision of the Act or those regulations requiring or authorising a thing to be done by or to a director and the manager or secretary shall not be satisfied by its being done by or to the same person acting both as director and as or in place of the manager or secretary.
86. (1) The Board shall provide for the safe custody of the seal.
- (2) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the board may appoint for the purpose; and those two directors and the secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

87. The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.
88. The Board may from time to time pay to members such interim dividends as appear to it to be justified by the profits of the company.
89. (1) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (2) The Board may also carry forward any profits, which it may think prudent not to divide, without setting them aside as a reserve.

90. (1) Subject to the rights of persons, if any entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long nothing is paid upon any of the shares in the company, dividend may be declared and paid according to the amount of the shares.
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share
- (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such shares shall rank for dividend accordingly.
91. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
92. (1) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
93. Any one of the two or more joint holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.
94. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
95. No dividend shall bear interest against the company.
96. (1) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (2) No member (not being a director) shall have any right of inspecting any

accounts or books or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

CAPITALISATION OF PROFITS

97. (1) The company in general meeting may, upon the recommendation of the Board re-solve:
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to provision contained in clause (3) either in or towards
- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (ii) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in proportions aforesaid; or
 - (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub clause (ii).
- (3) A share premium account and (a capital redemption reserve account) may, for the purposes of this regulation, only be applied in the paying up un-issued shares to be issued to members of the company as fully paid bonus shares.
- (4) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
98. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto.(2)

- (2) The Board shall have full power:
- (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise, as it thinks fit, for the case of shares or debentures becoming distributable in fractions; and also
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation or (as the case may require for the payment up by the company on their behalf, by the application thereto of their respective proportions of the profits resolved to the capitalised of the amount or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on all such members.
99. (1) If the company shall be wound up the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide among the members, in specie or in kind, the whole or any part of the assets of the company whether they shall consist of property of the same kind or not.
- (2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidators, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

100. Every officer or agent for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 633 in which relief is granted to him by the court.

Sl.No.	Names, descriptions, occupations and addresses of subscribers with their signature	Name, address, description, occupation and signature of witness
1	<p>A. MALLIKHARJUNA RAO 1 S/o A.Paddiah (One) 12-2-418/3 / 30 Vishwasnagar Mehdipatnam HYDERABAD -500 028 (Retd. From Service)</p> <p>Sd/-</p>	<p>SRI LATHA RAVICHANDRAN W/o. N. Ravichandran 6-3-598/51 Anand Nagar HYDERABAD -500004.</p>
2	<p>S. MANMOHAN RAO S/o S.Lakshmi Narayana 3-2-35, R.P.Road, Secunderabad -500 003 (Business)</p> <p>Sd/-</p>	
3	<p>A. Anu Radha 1 W/o A. Krishna Chand, (One) C-12, Kakateeya Nagar, Hyderabad -500 007. (House Wife)</p> <p>Sd/-</p>	
Total No. of Equity Shares agreed to be taken		

Date: 20-11-91
Place: Hyderabad

