ARTICLES OF ASSOCIATION

OF

RAJASTHAN RAJYA VIDYUT UTPADAN NIGAM LIMITED
(RVUN)

COMPANY LIMITED BY SHARES
The Companies Act, 1956
(Company Limited by Shares)

ARTICLES OF ASSOCIATION

OF

RAJASTHAN RAJYA VIDYUT UTPADAN NIGAM LIMITED

Interpretation

Interpretation Clause

1. In the interpretation of the Memorandum of Association and these Articles, the following words shall have the following meanings, unless repugnant to the subject to context:

Act

The “Act” means the Companies Act, 1956 (Central Act No.1 of 1956) as amended from time to time for the time being in force and other provisions of law relating to companies as in force in India.

The Board or Board of Directors

“The Board” or the “Board of Directors” means a meeting for the Directors duly called and constituted or as the case may be, the Directors assembled at a Board or the requisite number of Directors entitled to pass a resolution in accordance with the Act;

Capital

“Capital” means the Capital for the time being raised or authorised to be raised for the purpose of the Company;

Chairperson

“Chairperson” means, the Chairperson of the Board of Directors for the time being of the Company;

Company

“The Company” or “This Company” means the RAJASTHAN RAJYA VIDYUT UTPADAN NIGAM LIMITED (RVUN)

Directors

“Directors” means the Directors of the Company or, as the case may be, Directors assembled at Board;

Dividend

“Dividend” includes bonus shares;

Executor or Administrator

“Executor” or “Administrator” means a person who obtained probate or Letters of Administration, as the case may be, from a competent court;

Government

“Government” means the Government of Rajasthan.

Month

“Month” a calendar month;

Office

“Office” means the Registered Office for the time being of the company;

Register of Members

“Register” means the Register of Members to be kept under the provisions of the Act;

Registrar

“Registrar” means the Registrar of Companies of the State in which the Registered Office of the Company is situated;
These Presents or Regulations

Seal

Auditor

Member

Debenture

Shares

Meeting or General Meeting

Annual General Meeting

Extra Ordinary Meeting

Paid up

Persons

Writing

Expression in the act to bear the same meaning in Articles.

Table 'A' Exceptions

Company to be Governed by these Articles

"These Presents" or "Regulations" means these Articles of Association as originally framed or altered from time to time and include the Memorandum where the context so requires;

"Seal" means the Common Seal of the Company

"Auditors" means includes those person appointed as such by the government or company.

"Member" means the duly registered holder from time to time of the shares of the company and includes the subscribers to the memorandum of the company.

"Debenture" includes debenture-stock.

"Shares" means the share or stock into which the capital is divided and the interest corresponding with such share or stock;

"Meeting" or "General Meeting" means a meeting of Members duly called and constituted in accordance with these articles and duly adjourned meeting thereof.

"Annual General Meeting" means a general meeting of the Members held in accordance with the provisions of section 166 of the Act and any adjourned meeting thereof.

"Extra ordinary general meeting" means an extra ordinary general Meeting meeting of the Members duly called and constituted and any adjourned meeting thereof.

"Paid up" includes credited as paid up.

"Persons" includes corporation as well as individuals.

"Writing" shall include printing and lithography and any other mode of representing or reproducing words in a visible form;

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act;

Subject as hereinafter provided in the Regulations in Table’ A’ in Schedule-I to the Companies Act, 1956 (Central Act No. 1 of 1956) as amended up to date shall apply to the Company and constitute its regulations, except in so far they are hereinafter expressly or impliedly excluded, modified or varied;

The Regulations for the management of the company and for the observance of the members thereof and the representatives shall, subject as aforesaid and to any exercise of the statutory powers of the Company, in reference to the repeal or alteration of or addition to its Articles of Association, by Special Resolutions as prescribed or permitted by the Act, be such as are contained in these Articles.
CAPITAL AND SHARES

The Authorized Share Capital of the Company is Rs. 10,000 Crores (Rupees Ten Thousand Crores) divided into 1000,00,00,000 equity shares of Rs. 10/- (Rupees Ten) each.

Allotment of Shares  5. Subject to the provisions of the Act and these Articles the shares shall be under the control of the Board of Directors who may allot or otherwise dispose off the same.

Members’ right to certificate  6. CERTIFICATES

Every person whose name is entered as a member in the Register shall, without payment, be entitled to a certificate under the common seal of the Company, specifying the share or shares held by him and the amount paid thereon.

Issue of new certificates in place of one defaced, lost or destroyed  7. If a share certificate is defaced, lost, or destroyed it may be renewed in accordance with the Share Certificate Rules under the Act on payment of fee, not exceeding fifty paise and on such terms, if any, as to evidence and indemnify and the payment of out of pocket expenses incurred by the Company in investigating evidence as the Directors think fit.

TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES

The right of members or debenture holders to transfer their shares or debentures shall be subject to the provisions of Part IV of the Act, and the Directors may, in their absolute and uncontrolled discretion refuse to register a transfer of share or debenture.

Register of Transfers  9. The Company shall keep the Registers of Transfer of Shares and Transfer of Debentures and therein enter the particulars of transfers or transmission of any share or debenture.

Execution of Transfer  10. The instrument of transfer of any share or debenture in the Company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain holder of the share or debenture until the name of the transferee is entered in the Register of Members or debenture holders in respect thereof.

Transmission of shares etc.  11. Nothing contained in Article 3 shall prejudice any power of the Company to register as Shareholder or debenture holder, any person to whom the right to any share or debenture in the Company has been transmitted by operation of law.

Increase of Capital  12. INCREASE, REDUCTION AND ALTERATION OF CAPITAL

Subject to the provisions of the Act, the Company in a General Meeting may increase the share capital by such sum to be divided in to shares of such amount as the resolution shall prescribe.
New shares

New shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct. Provided that no shares (not being preference shares) shall be issued carrying voting rights or rights in the Company as to dividend, capital or otherwise, which are disproportionate to the rights attaching to the holders of other shares (not being preference shares).

When shares to be offered to existing members

The new shares (resulting from an increase of capital as aforesaid) may be issued or disposed of in accordance with the provisions of Article 5.

New shares to be part of original capital

Except in so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions here into contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

Reduction of Capital

Subject to the provisions of section 100 to 104 of the Act, the Company may, from time to time, by special resolution, reduce its capital by paying off capital or cancelling capital which has been lost or is unrepresented by available assets or is superfluous or by reducing the liability on the shares or otherwise as may seem expedient and capital may be paid off upon the footing that it may be called upon again or otherwise and the Board may, subject to the provisions of the Act, accept surrender of shares.

Sub-division and consolidation of shares

The Company in a general meeting may from time to time subdivide or consolidate its shares or any of them and exercise any of the other powers conferred by sub-section (i) (a) to (e) of section 94 of the Act and shall file with the Registrar such notice in exercise of any such powers as may be required by the Act.

BORROWING POWERS

Subject to the provisions of section 292 of the Act, the Board may, by means of a resolution passed at a meeting of the Board from time to time, borrow and/or secure the payment of any sum or sums of money for the purpose of the Company.

Issue at discount etc. or

Subject to the provisions of sections 79 and 117 of the act, bonds with special privileges may be issued at a discount, premium or otherwise and with any special privileges, as to redemption, surrender, drawing and allotment of shares.
GENERAL MEETINGS

Notice of General Meetings

At least twenty one clear days notice in writing specifying the place, day and hour of general meetings with a statement of business to be transacted at the meeting shall be served on every member in the manner provided by the Act but with the consent, in writing, of all the members entitled to receive notice of the same, any general meeting may be convened by such shorter notice and in such manner as those members may think fit.

Omission to give Notice not to invalidate a resolution passed

The accidental omission to give notice or the non-receipt thereof by any member shall not invalidate any resolution passed at such meeting.

Quorum for General Meeting

The quorum for a general meeting of the Company shall be five members present in person.

Chairperson of General Meeting

At every general meeting the Chairperson of the Board of Directors shall be entitled to take the Chair but if the Chairperson is not present within thirty minutes after the time appointed for holding such meeting, the members present shall choose another Director as Chairperson and if no Director shall be present or if all the Directors present decline to take the Chair, then the members present shall choose one of their members to be the Chairperson.

Chairperson's decision conclusive

The Chairperson of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairperson present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

VOTES OF MEMBERS

Votes of members

Every member entitled to vote and present in person or by proxy shall have one vote on a show of hands and upon a poll on vote for each share held by him. The Chairperson shall have a casting or second vote in case there is any equality of votes at the General Meeting.

Vote in respect of deceased member

Any person entitled under the transmission clause to transfer any shares may vote at a General Meeting in respect thereof as if he was the registered holder of such shares provided that at least 72 hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares unless Directors shall have previously admitted his right to such meeting in respect thereof.
Every instrument of proxy for a specified meeting or otherwise as nearly as circumstances will admit, be in the form or to the effect following:

RAJASHTAN RAJYA VIDYUT UTPADAN NIGAM LIMITED

I ------------------a member of ------do hereby appoint ------------------of ------------------as my proxy to attend and vote for me and on my behalf at the annual/Extraordinary General Meeting of the company to be held on the ------------------day of ------------------and at any adjournment thereof.

As witness my hand this ------------------day of ------------------

Signature by the said ------------------

Company not bound to recognise any interests in shares other than that of the registered holders

Save as herein otherwise provided, the Directors shall be entitled to treat the person whose name appears on the register of members as the holder of share as the absolute owner thereof and accordingly shall not (except as ordered, by a Court of competent jurisdiction or as by law required) be bound to recognise any benami trust of equitable contingent or other claim to or interest in such share on the part of any person whether or not it shall have express or implied notice thereof.

BOARD OF DIRECTORS

Subject to the provisions of the Act, the business of the Company shall be managed by a Board of Directors.

The number of Directors of the Company shall be not less than 3 and not more than 12 (twelve). The Directors shall not be required to hold any qualification shares. The first Directors of the Company are:

i. Shri Pashupati Nath Bhandari
ii. Shri Chandra Shekhar Rajan
iii. Shri Rajendra Kumar Sharma
iv. Shri Umesh Kumar

A full time member of the Board of directors of a Generating Company shall be a person who has experience of and has shown capacity in-

i. design, construction, operation and maintenance of generating stations,
ii. transmission and supply of electricity,
iii. applied economics,
iv. Organising workers,
v. industrial, commercial or financial matters; or
vi. administration in a Government Department or other establishment.

Subject to the provisions of the Act, so long as the entire paid up share capital in the Company is held by the Government of Rajasthan or by a subsidiary of a wholly owned Government Company, the Government of Rajasthan shall have the right to nominate and appoint all the Directors of the Board of the Company and shall have also the right to remove the Director(s) from Office at any time at its absolute discretion and appoint another/ others in his/their place (s) and also fill any vacancy which may occur as a result of such Director(s) ceasing to hold office for any reason whatsoever.

So long the entire paid up share capital in the Company is held by the Government of Rajasthan or by a subsidiary of a wholly owned Government Company, the Government of Rajasthan shall have the right to nominate and appoint one or more of the Directors to the office of the Chairperson of the Board of Directors or Managing Directors or Whole time Director of the Company for such term and on such remuneration and/or allowance as it may think fit subject to the provisions of the Companies Act, 1956 (Central Act No. I of 1956) and may at any time remove him/them from office and appoint another/ others in his/their place (s);

In addition to the remuneration payable to the Directors in pursuance of the Act or of the Clause-31 (i) (b), the Directors may be paid such sums as the Board may fix from time to time for travelling and other expenses incurred by them in attending and returning from meeting of the Board of Directors or any Committee thereof or General meeting of the Company or in connection with the business of the Company. The Directors may also be paid subject to the provisions of Section 314 of the Act, such reasonable additional remuneration as may be fixed by the Board for extra or special services rendered by the Directors.

The office of a Director shall become vacant if:-

a. he is found to be unsound in mind by a Court of Competent jurisdiction;

b. he applies to be adjudicated an insolvent;

c. he is adjudged as an insolvent;

d. he is convicted by a Court in India for any offence and is
sentenced in respect thereof to imprisonment for not less than six months;

e. he fails to pay any call in respect of shares of the Company held by him whether alone or jointly with others within six months from the last date fixed for payment of the call;

f. he absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board for a continuous period of three months, whichever is longer without obtaining leave of absence from the Board;

g. he or any firm in which he is a partner or any private company of which he is a Director, accepts a loan or any guarantee or security for a loan from the company;

h. he fails to disclose the nature of his concern or interest in any contract or arrangement or proposed contract or arrangement entered into by or on behalf of the Company as required under section 299 of the Act;

i. he becomes disqualified by order of the Court under section 203 of the Act;

j. he is removed in pursuance of section 284 of the Act;

k. he is concerned or participates in the profits of any contract with the Company;

Provided that no Director shall vacate his office by reason of his becoming a member of the company which has entered into contract with or done any work for the Company of which he is a Director but a Director shall not vote in respect of any such contract or work and if he franchise his vote, shall not be counted.

Disqualification referred to in sub-clause (c) (d) above shall not take affect-

(a) for thirty days from date of adjudication, sentence or order

(b) where any appeal or petition is preferred within the thirty days against the aforesaid adjudication or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off,

(c) Where within the seven days aforesaid any further appeal or petition in respect of adjudication, sentence, conviction or order and the appeal or petition if allowed would result in the removal of the disqualification until such further appeal or petition is disposed of;
A managing Director, if he ceases to hold the office of Director, shall ipso facto and immediately cease to be a Managing Director.

Subject to the provisions of section 313 of the Act in place of a Director who is out of India or is about to go out of India or who expects to be absent for not less than three months from, the State in which meetings of the Directors are ordinarily held, the Board May appoint any person to be an alternate Director during his absence. The alternate Director shall be entitled to notice of meetings of the Board and to vote.

**PROCEEDINGS OF THE BOARD OF DIRECTORS**

The directors may meet together as a Board for the disposal of business from time to time and unless the Central Government by virtue of the provisions of section 285 of the Act otherwise directs shall so meet as least once in every three calendar months and at least four such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meetings as they think fit.

Notice of every meeting of the Board shall be given in writing to every Director at his usual address.

Subject to the provisions of section 287 of the Act, the quorum for a meeting of the Board shall be one third if its total strength (excluding Director, if any, whose places may be vacant at the time) or three directors, whichever is greater, provided that in calculating the said one-third any fraction of a number shall be treated as whole number.

If a meeting of the Board could not be held for want of quorum then the meeting shall automatically stand adjourned to such other time as may be fixed by the Chairperson.

A Director may at any time and the Secretary of the Company shall on the request of a Director convene a meeting of the Board by giving a notice in writing to every Director at his usual address. Notice may be given by telegram or other comparable means to a Director who has his usual address outside the State of Rajasthan.

The Directors may from time elect from among their Board of Directors, a person as Chairperson of the Board. If at any meeting of the Board, the Chairperson is not present the Directors may choose one of the Directors present to be the Chairperson of the meeting.
Directors may appoint committees

Resolution by Circulation

Acts of Board or Committees valid not withstanding defective Appointment

Minutes of proceedings

41. Subject to the restrictions contained in section 292 of the Act, the Board may delegate any of its powers to the Managing Director or Chairperson of the Company or to committees of the Board consisting of such member or Members or one or more Directors and a Member of Members of the Company as it thinks fit, and it may from time to time revoke and discharge any such person or Committee of the Board so formed shall in the exercise of powers so delegated confirm to any regulations that may from time to time be imposed on it by the Board.

42. No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or to all the Members of the Committee as has been approved by such Directors or Members or by a majority of them and as are entitled to vote on the resolution.

43. All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director and has not vacated his office or his appointment had not been terminated, provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid.

44 (1) The Company shall cause minutes of all proceedings of every of meeting of the Board to be kept in accordance with section 193 of the Act.

(2) The minutes of each meeting shall contain a fair and correct summary of the proceedings there at.

(3) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.

(4) The minutes shall also mention details of:-

(a) the names of the Directors present at the meeting, and

(b) all orders made by the Board and committee of the Board, and in the case of each resolution passed at the meeting, the name
of the Director, if any, dissenting from, or not concurring in the resolution.

(5) Nothing contained in sub-clause (1) to (4) shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairperson of the meeting:

(a) is or could reasonably be regarded as, defamatory to any person;
(b) is irrelevant or immaterial to the proceedings;
(c) is detrimental to the interests of the Company

(6) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this sub-clause.

(7) Minutes of Meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded there in.

Powers of Directors

45. The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as are not within the provisions of the Act or any other Act or by the Articles of the Company required to be exercised by the Company in General Meeting, subject, nevertheless to these Articles to the provisions of the Act or any other Act and to such regulations being not inconsistent with the aforesaid regulations of provisions as may be prescribed by the Company in the General Meeting but no Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made, provided that the Board shall not except with the consent of the Company in General Meeting;

(a) sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;
(b) remit or give time for the payment of any debt due by a Director,
(c) contribute (subject to the limits laid down by sections 293 and 293-A of the Act), to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts. the aggregate of which will, in any financial year, exceed fifty thousand rupees or five percent of its average net profits as determined in accordance with the provisions of sections 349 and 350 of the Act whichever is greater, Provided that for the purpose of clauses (a), (b) and (c) the powers specified in section 292 of the Act shall, subject to these Articles, be exercised only by resolution of the Board, unless the same be delegated to the extent therein.
Certain powers of the Board

46. without prejudice to the general powers conferred under article 45 and so as not in any way to limit or restrict those powers and without prejudice to the other; subject to the restrictions contained in the said article, it is hereby declared that the Directors shall have the following powers, namely:-

a. to pay the costs, charges and expenses preliminary and incidental to the formation, promotion, establishment and registration of the Company;

b. to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of the Act;

c. subject to the provisions of sections 292 and 297 of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;

d. at their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or mortgages, and any such mortgages may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;

e. to secure the fulfillment of any contracts of engagements entered into by the Company by mortgage or charge of all or any of the property of Company and its uncalled capital for the time being or in such manner as they may think fit.

f. To accept from any Member so far as may be permissible by law a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;

g. To appoint any person to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees;

h. To institute, conduct, defend, compound or abandon any legal proceedings by or against the company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company and to refer any
To determine from time to time who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose;

To create and from time to time subscribe or contribute to provident fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and subject to the provisions of sections 293(1) (e) and 293-A of the Act to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation or of public and general utility or otherwise;

Before recommending any dividend to be set aside out of the profits of the Company, such sums at they may think proper for depreciation or to a Depreciation Fund or to an Insurance Fund,
as reserve fund or sinking fund or any special fund to meet contingencies or to ready debentures or debenture stock or for special dividends or for equalising dividends or for repairing improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause) as the Board may in their absolute discretion, think conducive to the interest of the Company, and subject to the provisions of section 292 of the Act, to invest the several sums so set aside or so much thereof as required to be invested upon such investments (other than shares of the Company) as they may think fit, and from time to time to deal with or vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Board may think fit; with full power to transfer the whole or any portion of the Reserve Fund or division of a Reserve Fund to another Reserve Fund, or division of a Reserve Fund and with full powers to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the Purchase or repayment of debentures and debenture stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power, however, to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, not exceeding nine percent per annum;

To apoint and at their discretion remove or suspend all such officers, executives, consultants and staff etc., as they may from time to time think fit, and to determine their powers and duties and fix their salaries, or emoluments or remunerations, and to acquire security in such instances and to such amounts as they may think fit; And also from time to time to provide for the management and transaction of the affairs of the company in any specified locality in India or elsewhere in such manner as they think fit; for the provisions contained in the next following three sub-clauses shall be without prejudice to the general powers conferred by this sub-clause;
At any time and from time to time by Power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also except in their limits authorised by the Board excluding of the power to make loans and borrow moneys) and for such period and subject to such conditions as the board may from time to time think fit and any such appointment may (if the Board thinks fit) be made in favour of the Members or any of the members of any local board, established as aforesaid or in favour of any Company, or the shareholders, Directors, Nominees, or Managers of any Company or firm or body or body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all are any of the powers, authorities and discretion for the time being vested in them;

Subject to the provisions of sections 294, 297 and 300 of the Act for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company 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;

From time to time to make, vary and repeal by laws for the regulations of the business of the Company, its officers and servants;

Subject to the provisions or section 383 A of the Act, the Board may from time, appoint an individual as the Secretary or the Company for such term and at such remuneration and upon such conditions as it may think fit and the Secretary so appointed may be removed by the Board.

The Board of Directors shall provide a common seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The Board of Directors shall provide the safe custody of the seal;
The seal of the Company shall not be affixed to any instrument except by the authority of resolution of the Board or 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 persons as the Board may appoint for the purpose and those two Directors or such other persons as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

DIVISION OF PROFITS AND DIVIDEND

The profits of the Company available for payment as dividend, shall be paid to the members subject to any special rights relating thereto created or authorised to be created by these presents and to the provisions of these presents as to the reserve fund with the approval of the Board of Directors.

The Company in General Meeting may declare a dividend to be paid to the members according to their respective rights and interest in the profits and may fix the time for payment but no dividend shall exceed the amount recommended by the Board.

The Directors may from time to time pay to the members such interim dividends as in their judgement the position of the Company justifies.

ACCOUNTS

The Directors shall from time to time determine whether and what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspections of the members (not being a Director) shall have any right of inspecting any account of book or document of the Company except as conferred by the law or authorised by the Board or by the Company in general meeting.

AUDIT

In every financial year, the accounts of the Company at least once shall be audited by the Company's auditors appointed for this purpose.

The auditors of the Company shall be appointed or reappointed by the Central Government on the advice of Comptroller and Auditor General of India in accordance with the provisions of section 619 of Act.

The Comptroller and Auditor General of India shall have power:--

a. To direct the manner in which the Company's account shall be audited by the auditor or auditors appointed in pursuance of Article 54
Auditor’s right to attend meeting

55. hereof and to give such auditor/auditors instructions in regard to any matter relating to the performance of his or their functions as such;

b. To conduct a supplementary or test audit of the Company’s accounts by such person or persons as he may deem fit on his behalf and for the purpose of such audit to require information or additional information to be furnished to any person or persons and in such form as the Comptroller and Auditor General may, by general/special order, direct;

c. The auditor or auditors aforesaid shall submit a copy of his or their audit report to the Comptroller and auditor General of India who shall have the right to comment upon or supplement the audit report in such manner as he may think fit;

d. Any such comment upon, or supplement to the Audit report shall be placed before the Annual General Meeting of the Company in the same manner as the audit report.

When accounts to be deemed finally settled

56. Audit of the Branch Accounts

57. To conduct a supplementary or test audit of the company’s accounts by such person or persons as he may deem fit on his behalf and for the purpose of such audit to require information or additional information to be furnished to any person or persons and in such form as the Comptroller and Auditor General may, by general/special order, direct;

The auditor or auditors aforesaid shall submit a copy of his or their audit report to the Comptroller and auditor General of India who shall have the right to comment upon or supplement the audit report in such manner as he may think fit;

The Auditors of the Company shall be entitled to receive notice of and to attend any General Meeting of the Company at which any accounts which have been examined or reported on by them are to be laid before the Company and may make any statement of explanation they desire with respect to the accounts.

Audit of Accounts of the Branch office of the company where the company has a branch office the provision of section 228 of the Act shall apply.

Auditors Report to be read before the company in Annual General Meeting and shall be opened to inspection by any Member of the company.

The Internal Auditor/Auditors of the company shall be appointed by the Chairman/Board or Directors of the company.

NOTICE

A notice may be given by the Company, to the persons entitled to a share in consequence of death or insolvency of member, by sending it through the post in prepaid letter, addressed to them by name or by the title or representatives of the deceased or assignee of the insolvent or by any like description at the address, (if any) in India supplied for the purpose by the persons claiming
Distribution of assets 61.

If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up at the commencement of the winding up, on the shares held by them respectively. And if in winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the paid up capital, such assets shall be distributed amongst the members in proportion to the original paid up capital as the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

SECRECY

No member shall be entitled to visit or inspect the Company’s Works without the permission of a Director or to require discovery of or any information respecting any details of the company’s trading or any matter which is or may be in the nature or a trade secret or secret process which may relate to the conduct of the business of the company and which in the opinion of the directors, will be in expedient in the interest of the members of the company to communicate to the public.

INDEMNITY AND RESPONSIBILITY

Subject to the provisions of section 201 of the Companies Act every Director, Manager, Auditor, Secretary or other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, losses and expenses (including traveling expenses) which any such Director, Manager, Officer or employee or servant or in any other way in the discharge of his duties and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Members over all the claims;

Subject to the above every Director, Manager or Officer of the Company shall be indemnified against any liability incurred by him or them in defending any proceeding whether civil or criminal in which judgement is given in his or their favour or in which he or they are acquitted or in connection with any application under action 633 of the Act in which relief is given to him or them by the Court.
Subject to the provisions of section 201 of the Act, no Director, Manager or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer for joining in any receipt or other act for the sake of confirmity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Director for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising to the bankruptcy, insolvency, or tortious act of any person, company or corporation with whom any money, securities or effects shall be entrusted or deposited or for any loss occasioned by an error of judgement or over sight on his or their part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his or their office or in relation thereto unless the same happens through his own dishonesty.
<table>
<thead>
<tr>
<th>S. No.</th>
<th>Names of subscriber, address description and occupation, with their signatures</th>
<th>Signature of witness, their address, description and occupation</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>CHANDRA SHEKHAR RAJAN, S/O Sh. K. T. Rajan. 1/10, Somya Marg, Gandhi Nagar, Jaipur. (Govt. Service)</td>
<td>Sd/- PRAVEEN KUMAR SINGHVI S/O SHRI S.K. SINGHVI GUTTAN HOUSE BEHIND KHAITAN BHAWAN, M.I. ROAD JAIPUR-302 001. (Chartered Accountant)</td>
</tr>
<tr>
<td>2</td>
<td>SUBHASH GARG, C/O S.R. Garg 131, Nemi Nagar, Jaipur. (Govt. Service)</td>
<td>Sd/-</td>
</tr>
<tr>
<td>3</td>
<td>KULDEEP SHARMA, S/O Sh. S.S.Sharma D-627, Sawai Jai Singh Highway, Jaipur. (Govt. Service)</td>
<td>Sd/-</td>
</tr>
<tr>
<td>4</td>
<td>N.L. BAIRWA, S/O Sh. R.S. Bairwa Plot No. 63 A, Ambedkar Nagar, Kartarpura, Jaipur (Govt. Service)</td>
<td>Sd/-</td>
</tr>
<tr>
<td>5</td>
<td>S.K. MITTAL, S/O Sh. Madanlal 02/138, New Vidhyadhar Nagar, Jaipur-302012 (Govt. Service)</td>
<td>Sd/-</td>
</tr>
<tr>
<td>6</td>
<td>V.K. GUPTA, S/O Sh. C.R. Gupta, III/94, Gandhi Nagar, Jaipur. (Govt. Service)</td>
<td>Sd/-</td>
</tr>
<tr>
<td>7</td>
<td>S.S. KHANDELWAL, S/O Sh. J.P. Khandelwal, 53/ 116, V.T. Road, Mansorovar, Jaipur. (Govt. Service)</td>
<td>Sd/-</td>
</tr>
</tbody>
</table>

Place: Jaipur
Date: 19-06-2000