



**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
GTN TEXTILES LIMITED**



CERTIFICATE OF INCORPORATION

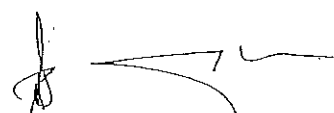
No. U18101KL2005PLC018062

I hereby certify that GTN INDUSTRIES LIMITED

is, this day, incorporated under the Companies Act, 1956 (No.1 of 1956)
and that the Company is limited.

Given under my hand at Kochi,
TWENTY EIGHTH DAY OF MARCH
this.....
TWO THOUSAND FIVE

.....
THE 7TH DAY OF CHAITRA, 1927 (SAKA).


(S. M. AMEERUL MILLATH)
Registrar of Companies
KERALA.

Certified True Copy

For GTN TEXTILES LIMITED


E. K. BALAKRISHNAN
Vice President (Corporate Affairs)
& Company Secretary



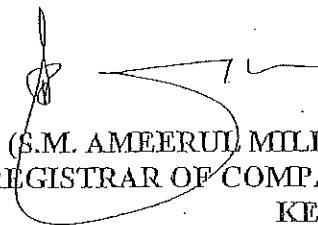
No. U18101KL2005PLC018062

CERTIFICATE FOR COMMENCEMENT OF BUSINESS

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

I hereby certify that the **GTN INDUSTRIES LIMITED** which was incorporated under the Companies Act, 1956, on **TWENTY EIGHTH DAY OF MARCH 2005** and which has this day filed a duly verified declaration in the prescribed form that the conditions of Section 149(1) (a) to (d)/149(2)(a) to (c) of the said Act, have been complied with, is entitled to commence business.

Given under my hand at Kochi this **SIXTH DAY OF APRIL TWO THOUSAND FIVE.**


(S.M. AMEERUL MILLATH)
REGISTRAR OF COMPANIES
KERALA

Certified True Copy

For **GTN TEXTILES LIMITED**


E. K. BALAKRISHNAN
Vice President (Corporate Affairs)
& Company Secretary



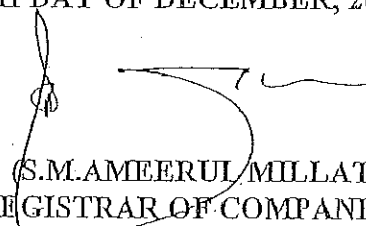
U18101KL2005PLC018062

**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME**

In the Office of the Registrar of Companies, Kerala
Under the Companies Act, 1956 (1 of 1956)
IN THE MATTER OF GTN INDUSTRIES LIMITED

I hereby certify that M/s **GTN INDUSTRIES LIMITED**, which was originally incorporated on 28-03-2005 under the Companies Act, 1956 and under the name **GTN INDUSTRIES LIMITED**, having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956, the name of the said company is this day changed to **GTN TEXTILES LIMITED** and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Cochin, this the 27TH DAY OF DECEMBER, 2005
(Two Thousand Five).


(S.M. AMEERUL MILLATH)
REGISTRAR OF COMPANIES
KERALA

Certified True Copy

For GTN TEXTILES LIMITED

 E.K.

E. K. BALAKRISHNAN
Vice President (Corporate Affairs)
& Company Secretary



सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Ernakulam
1st Floor, Company Law Bhawan BMC Road, Ernakulam, Kerala, India, 682021

Corporate Identity Number: L18101KL2005PLC018062

SECTION 13(1) OF THE COMPANIES ACT, 2013

**Certificate of Registration of the Special Resolution Confirming Alteration of
Object Clause(s)**

The shareholders of M/s GTN TEXTILES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on -- altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Ernakulam this Second day of January Two thousand eighteen.

OS MINISTRY OF
CORPORATE
AFFAIRS 12

A SEHAR PONRAJ

Registrar of Companies
Registrar of Companies

RoC - Ernakulam

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

GTN TEXTILES LIMITED

DOOR NO VIII/911ERUMATHALA POST, ALUVA, ERNAKULAM, Kerala,
India, 683105



Certified True Copy

For GTN TEXTILES LIMITED

E. K. BALAKRISHNAN
Vice President (Corporate Affairs)
& Company Secretary

UNDER THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
(Incorporated under the Companies Act, 1956)

MEMORANDUM OF ASSOCIATION
OF

GTN TEXTILES LIMITED

(Adopted as the Memorandum of Association of the Company by passing Special Resolution by the Shareholders vide postal ballot notice dated 31/10/2017 which shall be deemed to be passed on 19th December,2017)

- I. The name of the Company is GTN TEXTILES LIMITED.
- II. The Registered Office of the Company is situated in the State of Kerala.
- III. The objects for which the company is established are

(III) A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE* :

1.	To carry on the business of preparing, combining, spinning, doubling, twisting, texturising, imparting, crimping, converting, calendering, testing, sizing, weaving, knitting, bleaching, processing, dyeing, ginning, cutting, scouring, winding, mercerising, combing, printing, finishing, manufacturing, buying, selling, importing, exporting or otherwise dealing in industrial fabrics, synthetic fabrics, synthetic yarn, cotton yarn, nylon, nylon tyre yarn, tyre cord, tyre fabrics and other end products, polyester, acrylic, viscose, poly propylene cotton, linen, wool, silk, flex, hemp, jute, artificial silk rayon, canvas and other fibres or textiles substances whether natural or synthetic or manmade, in any state and whether similar to the foregoing substances or not, and to treat, utilise and deal in any waste arising from any such operations and to manufacture, felted, knitted, looped and embroidered fabrics, lace and other types of manufactured, processed or decorated fabrics and to manufacture coated or laminated fabrics and readymade garments and apparels.
2.	To carry on all or any of the businesses of manufacturers, distributors, producers, assemblers, fabricators, designers, hirers, repairers, cleaners, exchangers, alterers, buyers, sellers, importers, exporters, stockists, agents, representatives, storers and warehousemen and dealers in and with textile industry and other allied industries.
3.	To carry on business in India or elsewhere of manufacturers, researchers, processors, formulators, converters, importers, exporters, factors, agents, buyers, sellers, distributors, concessionaires, suppliers, stockists and dealers in all types of commodities either ready or for forward delivery, where permissible
4.	To purchase, take on lease or on exchange or otherwise acquire, erect, sell and otherwise deal in any land or buildings and factory having plant and machinery and other equipments and any other estate or interest in, and any other right connected with any such land and buildings in India or elsewhere, and generally carry on the business of contractors, builders, lessors and hirers

5.	To do the business of guarantee in all its forms and descriptions including guaranteeing on behalf of individuals, companies, corporate bodies, government, local authorities and others
6.	To manufacture, import, export, deal in or prepare for market, revise, clean, restore, recondition, repair, treat and otherwise manipulate and deal in and turn to account by process or means whatsoever all bye-products, refuse and waste and their products capable of being manufactured or produced out of or with the use of all or any of raw materials, ingredients, substances or commodities used in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit.
7.	To carry on business as Agents of all kinds and descriptions and as consultants and advisers
8.	To carry on business as merchants, traders, commission agents, buying and selling agents, brokers, adiatias, importers, buyers, sellers, exporters, dealers and to import, export, buy, sell, barter, exchange, or otherwise trade and deal in goods, produce, articles and merchandise of any kind whatsoever in India or anywhere in the world as allowed under Trade Laws.
9.	To carry on business as land developers at the Company's own land for hi-technology industrial parks, residential townships, vocational training centers, leisure parks, convention centers, and sell the same on ownership basis or to transfer such buildings to societies, companies, trusts or any other person and to undertake and execute civil, mechanical, electrical and structural works contracts.
10.	To carry on the business of manufacturers, researchers, assemblers, construction engineers, suppliers, traders and commission agents of hardware used in generation of electricity, in consumption of electricity, like power turbines, diesel engines, gas turbines, and allied equipments, switch boards, wires, cables and conductors, line materials for electricity; transmission, for post and telegraph communications, for railway traction equipment, for mining purposes, for agricultural purposes, for street lighting and illuminations, domestic appliances, medical appliances, lighting fixtures and all such electrical materials used in automobiles, refrigeration and air conditioning, railways, airways, marine, armaments and electrics, telecommunication equipments and to set up machinery for the same.
11.	To carry on the business of Advertising Agents
12.	To carry on business in India or elsewhere as industrial, and other consultants, suppliers of technical know-how.
13.	To carry on the business of manufacturers and researchers of drums, barrels, packages, tanks and containers, tubes, acrosol, containers of every description from steel, tin and other metals and of such substances like plastic as may furnish materials for such manufacturing in any of its branches.
14.	To carry on the business of manufacturers, researchers of, processors and / or importers, exporters, buyers, sellers, stockists and distributors of and/or dealers in synthetic rubber and elastomers, synthetic resins, oils, both vegetable and mineral, carbon black, leather, hides, skins, latexes and formulations thereof including reclaimed rubber and other kinds of resins, rubber, leather and plastic products and goods including footwear.

15.	To carry on business in India or elsewhere of manufacturers, researchers, processors, formulators, converters, importers, exporters, factors, agents, buyers, sellers, distributors, concessionaires, suppliers, stockists of and dealers in all types of solutions and chemical preparations.
16.	To carry on business of Travelling Agents
17.	To manufacture, import, export, buy, sell or otherwise deal in engineering plant, and machinery and technical know-how for manufacturing and repairing of and consulting in precision and other engineering products
18.	To do business of running holiday inns, motels, rest houses, bars, milk bars, soda foundations and providing accommodation in the far houses
19.	To carry on the business of manufacturers, assemblers, designers, fabricators, processors, importers, exporters, agents, commission agents, selling agents, stockists, distributors, fabricators, moulders, contractors, factors, hirers, repairers, rewinders, converters of and dealers in all kinds of electrical equipments, components, devices, machines, motors, appliances, gears, galvanic, resistors, condensers, semi-conductors, material, transistors, rectifiers, integrated solid-state or hybrid and all other electrical, electronic and allied articles, meters, testing equipments, industrial appliances, sound equipment, micro-wave, laser and communication equipment, radio and other control systems, lamps and tubes, tapes television systems and receiver sets.
20.	To manufacture, design, develop, rent out, buy, sell, repair, service, import, export, take on lease or otherwise deal in and render services through computers, computing systems, software materials, instrumentation, medical, electronics, communication and visual devices, telecommunication, television, video, video equipment, electronics and electrical products, equipments and devices.
21.	To carry on the business as manufacturers, general extractors, solvent extractors, millers, producers, processors, refiners, importers, exporters, agents, sellers, buyers, traders, stockists or otherwise deal in hydrogenated vegetable oil products, vegetable ghee known as 'Vanaspati', oils of oleaginous and saponaceous substances and products thereof, and to manufacture, process, develop, buy, sell, or deal in oil cakes, de-oiled cakes, cattle feed and fattening preparations, all types of proteins, high protein food and ready to eat extruded food products and to plant, grow, produce, cultivate, buy, sell, import, export or otherwise deal in all kinds of oil seeds, copra, groundnuts, tilseeds, salseeds, castor seeds, rope seeds, cotton seeds, linseeds, mohura seeds, nuts or any other oil bearing substances whatsoever, corn products and dairy products.
22.	To manufacture, import, export, buy, sell or otherwise deal in chemical plant and equipment, plant, machinery, technical know-how for manufacturing, processing and formulating chemicals whether organic or inorganic.
23	To carry on the business or trade of department stores operations, brokers, commission agents, consigners, stockists, suppliers, distributors and dealers in all kinds of merchandise.
24.	To purchase, manufacture, produce, refine, prepare, import, export sell and to generally deal in sugar, sugar beet, sugarcane, molasses, syrups, jaggery and all products or by-products thereof and food products generally and in connection therewith to acquire, construct and operate sugar or other refineries, buildings, mills, factories, and other works

25.	To establish experimental farms and research stations anywhere in India for conducting experiments, tests and research for developing better qualities of foodgrains, agricultural products and other products and knowhow
26.	To buy, manufacture, produce, acquire, import, export, sell, dispose off or otherwise dealing pharmaceutical products drugs, medicines, tablets, injections, injection syringes, syrups, aerated water, wine, beer, and other distillery products and hospital and surgical instruments equipment, machinery, Apparatus, accessories and components as also the plant, machinery, equipment, component, parts, spares and accessories required for manufacture and production and maintenance of these products.
27.	To carry on business and printers and publishers

*(Title amended vide Shareholders Resolution vide postal ballot notice dated 31/10/2017 which shall be deemed to be passed on 19/12/2017 and inserted Clauses 3 to 27 vide Shareholders Resolution vide postal ballot notice dated 31/10/2017 which shall be deemed to be passed on 19/12/2017)

(III) B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)**

1.	To purchase, take on lease, tenancy or in exchange, hire or otherwise acquire for any estate or interest and to take options over any property, whether movable or immovable and any rights and privileges which may be convenient for the purpose of its business or may enhance the value of any other property of the company.
2.	To purchase or otherwise acquire and to hold, own, invest, trade and deal in mortgage, pledge, assign, sell, transfer or otherwise dispose of goods, wares, merchandise and all movable property and to transport the same in any manner for carrying out business of the Company
3.	To purchase or otherwise acquire, assemble, install, construct, alter, repair, remodel, maintain, enlarge, operate, work, manage, control, hold, own, lease, rent, charter, mortgage, sell, convey or otherwise dispose off any or all kinds of assets, including plant and machinery, land and buildings, structures, vehicles, telephone and telegraph lines, transmission lines, wireless facility, machinery apparatus, instruments, other equipments, and any other estate or interest in and any other rights in India or elsewhere, in so far as the same may appertain to or be useful in the conduct of the business of the Company.
4.	To purchase, charter, hire or otherwise acquire any vessels or crafts of every description and to hold, own, use, or work such vessels for business of the Company.
5.	To obtain or acquire by application, purchase, license or otherwise and protect and renew in any part of the world any patents, rights, brevets 'D' invention trade marks, designs, licenses, concessions and the like conferring any exclusive or non- exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for the business of the company, and to use, exercise, develop, or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights
6.	To acquire and undertake including by way of scheme of arrangement/demerger / reconstitution the whole or any part of the business, property and liabilities of any person, firm, or company on or proposing to carry on business which the company is authorized to carry on or interested in carrying on or which can be carried on in conjunction therewith.

7.	To amalgamate with any company or companies having objects altogether or in part similar to those of this company, enter into partnership or into any arrangement for sharing profits, union of interest; co-operation, joint venture or reciprocal concession or for limiting competition with any person, firm, corporation or company in India or elsewhere in any part of the world, having similar objects
8.	To sell, lease, mortgage or otherwise deal with or dispose off the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stocks, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
9.	To lend and advance money or give credit to persons, Companies, Corporations, Firms or Trusts and on such terms as may seem expedient and in particular to customers and other having dealings with the Company and to release or discharge any debt or obligation owing to the Company
10.	To receive money on deposit or loan and borrow any money in such manner as the Company shall deem fit and in particular by the issue of debenture or debenture-stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, owing by mortgage, charge, lien upon all or any of the property or assets of the Company (both present and future) and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other persons, Company, firm or body corporate as the case may be provided, however, that the Company shall not do any banking business as defined by Banking Regulation Act, 1949.
11.	To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, Cheques, bills of lading, shipping documents, dock warrants and other negotiable or transferable instruments.
12.	In accordance with the law to reserve or to distribute as bonus shares to the members or otherwise to apply as the Company deems fit any money received by way of premium on any shares, stocks, debenture-stock and other securities and accumulated profits, reserves of the Company.
13.	To guarantee the performance of any contract or any obligation of any company, firm or persons, and to guarantee the payment and repayment of the capital and principle, dividend, interest or premium payable on any stocks, shares, and securities, debentures, debenture-stock, mortgages, loan or other securities, issued by any company, corporation, firm or person, including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally to give guarantees and indemnities.
14.	To enter into any trade or agreements with any other person, firm or companies having similar objects.
15.	To enter into any arrangements with any governments or Authorities, Municipal, Local or otherwise, or any person or company that may seem conducive to the objects of the Company or any of them, and to obtain from any such Government, Authority, Person or company any rights, privileges, charters, contracts, licenses and concessions which may be desirable to obtain and to carry out and exercise the same.
16.	To obtain by act, or any legislature, charter, privilege, concession, provisional order, license or authorization of Governmental, Central and State, Municipality or any or all, relevant authorities for enabling the Company to carry any of its objects into effect, or for any purpose and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company

17.	To procure the incorporation, qualification, registration or other recognition of the Company in any Country, State or Place
18.	To establish branches or agencies, whether by means of local board or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purpose of enabling the Company to carry on its business more efficiently, and to discontinue and re-constitute any such branches or agencies
19.	To apply for membership or become a member of any Company, Associates, Society or Body Corporate having any objects similar to or identical with those of the Company or likely, directly or indirectly, to promote the interest of the Company
20.	To grant pension, allowances, gratuities, benefits, emoluments and bonuses, Provident Fund and Superannuation Funds to employees, former employees, and Directors of the Company and the widows and children of such persons and other dependents upon them, and to construct or contribute to the construction of houses, dwellings or quarters for the employees of Company and of other concerns which are or may be contractual relationship with rendering any service to the Company and to join with any other person; firm or company in doing any of these things
21.	To invest any monies of Company not for the time being required for any of the purposes of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments.
22.	To support, donate, contribute and subscribe to any charitable, religious, educational or other public institutions, trusts, clubs, societies or individual or body of individuals
23.	To undertake and execute any trusts, the undertaking whereof may seem desirable and/or gratuitous or otherwise, and in particular to act as depositors of any shares or securities of, and as agents or brokers for the investment, loan, payment, transmission or collection of money, and the purchase, sale, hire, improvement or development and management of property, moveable or immovable for any company, firm or person (whether Indian or foreign) and to undertake and perform sub-contracts
24.	To pay out the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company
25.	To adopt such means of making known the business products of the company as may seem expedient and in particular by advertising in the press, by circular, exhibition of works of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations
26.	In connection with the business of the company, to purchase, take on lease or in exchange or otherwise acquire, erect, sell and otherwise deal in any lands or buildings and any other estate or interest in, and any other rights connected with an such land and buildings in India or elsewhere
27.	To open current, overdraft, loan, cash credit, or deposit account or accounts with any Bank.
28.	To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund or any other special fund whether for depreciation or for repairing, improving, extending, or maintaining any of the properties of the Company or for any other purposes.

29.	In connection with the business of the Company, to develop and turn to account any land acquired by the Company or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing buildings, godowns, public works, by simple process or by using pre-fabricated materials, altering, pulling down, decorating and by planting, draining, paving, letting buildings on lease or building agreements and by advancing money to and entering into contract agreement and arrangements of all kinds with builders, tenants and others, in India and/or abroad
30.	To establish and equip laboratories and carry on analytical, experimental and other work or undertake any research in relation to the objects of the Company and to take upon and carry on rural development programme and to contribute to the institution or any other bodies carrying on such programme and to act as advisers relating to objects of the company
31.	To refer or agree to refer any claims, demand, dispute or any other question by or against the Company, or in which the Company is interested or concerned, and whether between the Company and member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
32.	Subject to the provisions of the Companies Act, 2013, to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, in the event of winding up of the Company
33.	To take over the management wholly or in part, jointly or otherwise of textile companies, spinning mills, weaving mills or establishments carrying on similar business
34.	To organize and establish co-operative societies of manufacturers of products similar to those manufactured by the Company.
35.	To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner, without prejudice to the generality of the foregoing, "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under any law relating to rural development for the time being in force to implement any of the above mentioned objects of purposes, transfer without consideration or at such fair or concessional value and divest the ownership of any property of the Company to or in favour of any public or Local Body or Authority or Central or State, Government or any Public Institutions or Trusts or Organisation (s) or Person (s) for the purpose of the company.
36.	To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers; organising lectures or seminars which are likely to advance these objects of for giving merit awards, or for giving scholarships, loans for any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting, or assisting any institution funds, trust, having any one of the foresaid objects, by giving donations or otherwise in any other manner in order to

	implement any of above mentioned objects or purposes, transfer without consideration or at such fair or concessional value and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or Organisation (s) for the purpose of the company.
37.	To give donations and to advance and lend money to any person, institution, organisation, trust, fund, on such terms and conditions and with; or without interest or at concessional rate of interest as may seem expedient for the fulfilment of the objects, subject to the provisions of the Act.
38.	To purchase, take on lease, tenancy or in exchange, hire or otherwise acquire for any estate or interest and to take options over any property, whether moveable or immovable and any rights and privileges which may be convenient for the purpose of its business.

** (Title amended vide Shareholders Resolution vide postal ballot notice dated 31/10/2017 which shall be deemed to be passed on 19/12/2017.

*** (Deleted the title other object clause vide Shareholders Resolution vide postal ballot notice dated 31/10/2017 which shall be deemed to be passed on 19/12/2017)

IV. The liability of the Members is limited to the extent of amount unpaid, if any, on shares held by them


(The Liability Clause amended vide Shareholders resolution vide postal ballot notice dated 31.10.2017 which shall be deemed to be passed on 19.12.2017)

V. The Authorized Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs Only) equity shares of Rs. 10/- (Rupees Ten Only) each and Rs.5,10,00,000 (Rupees five Crores and ten lakhs only) Redeemable Preference Share Capital divided into 5,10,000 Redeemable Preference Shares of 100/- (Rupees Hundred) each

(The Capital Clause amended vide Shareholders resolution at the Annual General Meeting held on 30th October, 2020 which shall be deemed to be passed on 30.10.2020)

Certified True Copy

For GTN TEXTILES LIMITED



E. K. BALAKRISHNAN
Vice President (Corporate Affairs)
& Company Secretary

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

Sl. No.	Name of the Subscribers	Addresses, Descriptions and Occupations of Subscribers	Number of shares taken by each Subscriber	Signature of Subscriber
1.	Shri. B K Patodia	S/o. Shri.M L Patodia, Aged 60 years Flat No.64, 8 th floor, Plot No.62A, Mount Unique, Peddar Road, Mumbai - 400 026 Industrialist	5000 (Five thousand only)	Sd/-
2.	Shri.UmangPatodia	S/o.Shri.B K Patodia Aged 35 years Door No. 39/2764, Diwans Road, Kochi - 682 016 Industrialist	7500 (Seven thousand five hundred only)	Sd/-
3.	Shri.P C Seksaria	S/o.Shri.BhoormalSeksaria Aged 59 years Door No.27/1230 8C, Link Heights, Panampilly Nagar, Kochi - 682 036 Company Executive	100 (One hundred only)	Sd/-
4.	Shri.Ankur Patodia	S/o.Shri.B K Patodia Aged 31 years Flat No.64, 8 th floor, Plot No.62A, Mount Unique, Peddar Road, Mumbai - 400 026 Company Executive	7500 (Seven thousand five hundred only)	Sd/-
5.	Smt.PrabhaPatodia	W/o.Shri.B K Patodia Aged 56 years Flat No.64, 8 th floor, Plot No.62A, Mount Unique, Peddar Road, Mumbai - 400 026 Industrialist	10000 (Ten thousand only)	Sd/-
6.	Smt.Mala Patodia	W/o.Shri.UmangPatodia Aged 33 years Door No. 39/2764, Diwans Road, Kochi - 682 016 Company Executive	10000 (Ten thousand only)	Sd/-
7.	Smt.Swati Patodia	W/o.Shri.AnkurPatodia Aged 30 years Flat No.64, 8 th floor, Plot No.62A, Mount Unique, Peddar Road, Mumbai - 400 026 Company Executive	10000 (Ten thousand only)	Sd/-
Total Number of Shares taken			50100 (Fifty thousand one hundred only)	

Dated: this 18th day of March, 2005

Sd/-

Witness to the above signatures : E K Balakrishnan
S/o.C K R Nair
Aged 46 years
Company Secretary, GTN Textiles Limited
Door No.VIII/911, Erumathala Post, Aluva - 683 105.

UNDER THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

(Incorporated under the Companies Act, 1956)

ARTICLES OF ASSOCIATION

OF

GTN TEXTILES LIMITED

(Adopted as the Articles of Association of the Company by passing Special Resolution by the Shareholders vide postal ballot notice dated 31/10/2017 which shall be deemed to be passed on 19th December,2017)

PRELIMINARY

The regulations contained in Table F in Schedule I to the Companies Act, 2013 shall apply to the Company except as hereafter provided. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

INTERPRETATION

I. In these regulations—

- (i) "The Act" means the Companies Act, 2013,
- (ii) "Section" means a Section of the Companies Act, 2013
- (iii) The Company means "GTN Textiles Limited"
- (iv) "The office means the registered office for the time being of the Company.
- (v) " Shareholder" or "Member" means
 - (i) the subscriber to the memorandum of the company who shall be deemed to have agreed to become member of the company, and on its registration, shall be entered as member in its register of members;
 - (ii) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company;
 - (iii) every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository
 - (vi) "The Register" means The Register of Members and other registers to be kept by the company under the provisions of the Companies Act, 2013 and rules made thereunder.

- (vii) "The Registrar" means a Registrar, an Additional Registrar, a Joint Registrar, a Deputy Registrar or an Assistant Registrar, having the duty of registering companies and discharging various functions under this Act
- (viii) "Year" and "Month" means year and month according to the English Calendar.
- (ix) "In Writing" or "Written" includes printing, lithography and typewriting and Signature includes initials, thumb mark or other capable identification.
- (x) "Ordinary or special resolution" means an ordinary resolution or as the case may be special resolution referred to in section 114 of the Act.
- (xi) "General Meeting" means a meeting of the members.
- (xii) "Annual General Meeting" means a General Meeting of the members held in accordance with Section 96 of the Act.
- (xiii) "Auditors" or "Cost Auditors" means and includes those persons appointed as such for the time being by the company.
- (xiv) "Director" means a director appointed to the Board of the company
- (xv) "Board of Directors" or "Board" means the collective body of the directors of the company
- (xvi) "The Managing Director" or "Joint Managing Director" or "Executive Director" or "Technical Director" or "Administrative Directors" means the Managing Director, Joint Managing Director, Executive Director or the Technical Director and Administrative Directors for the time being of the Company.
- (xvii) "Dividend" includes any interim dividend
- (xviii) "Seal" means the Common Seal for the time being of the Company
- (xix) "Equity share capital" means all share capital which is not preference share capital
- (xx) "Paid-up share capital" or "share capital paid-up" means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company but does not include any other amount received in respect of such shares, by whatever name called.
- (xxi) "Financial year" means the period ending on the 31st day of March every year or such period as may be prescribed by the Government of India from time to time.
- (xxii) "Beneficial Owner" shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996.
- (xxiii) "Depository" shall have the meaning assigned thereto by Section 2(1) (e) of the Depositories Act, 1996.
- (xxiv) "Securities Exchange Board of India (SEBI)" means the Securities Exchange Board of India established under Section 3 of the Securities Exchange Board of India Act, 1992.
- (xxv) "These presents" or "These Articles" or "These Regulations" means these Articles of Association of the Company as they may stand or altered from time to time and includes the Memorandum where the context requires.
- (xxvi) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

2. BUSINESS

The Business of the Company may comprise all or any part of the business objects mentioned in the Memorandum of Association of the Company.

3. SHARE CAPITAL

The share capital of the Company shall be as mentioned in Clause V of the Memorandum of Association of the Company.

4. KINDS OF SHARE CAPITAL

The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:

(a) Equity share capital:

- (i) with voting rights; and / or
- (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

(b) Preference share capital

5. SHARES AT THE DISPOSAL OF DIRECTORS

Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

6. SHARE CERTIFICATES

Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

- (a) one certificate for all his/her shares without payment of any charges; or
- (b) several certificates, each for one or more of his/her shares upon payment of twenty rupees for each certificate after the first.

7. ISSUANCE OF SHARE CERTIFICATES

No certificate of any share or shares held in the company shall be issued, except-

- (a) in pursuance of a resolution passed by the Board or a Committee of the Board; and
- (b) on surrender to the company of the letter of allotment or fractional coupons of requisite value, save in cases of issues against letters of acceptance or of renunciation, or in cases of issue of bonus shares:

Provided that if the letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as to seek supporting evidence and indemnity and the payment of out-of-pocket expenses incurred by the company in investigating evidence, as it may think fit.

8. SEAL & SIGNATURE OF SHARE CERTIFICATES

Every share certificate shall be issued under the seal of the company, which shall be affixed in the presence of, and signed by-

- (a) two directors duly authorized by the Board of Directors of the company for the purpose or the committee of the Board, if so authorized by the Board; and
- (b) the secretary or any person authorised by the Board for the purpose:

Provided that, in companies wherein a Company Secretary is appointed under the provisions of the Act, he shall deemed to be authorised for the purpose of this rule:

9. MODE OF SIGNATURE OF SHARE CERTIFICATES

A director shall be deemed to have signed the share certificate if his signature is printed thereon as a facsimile signature by means of any machine, equipment or other mechanical means such as engraving in metal or lithography, or digitally signed, but not by means of a rubber stamp, provided that the director shall be personally responsible for permitting the affixation of his signature thus and the safe custody of any machine, equipment or other material used for the purpose.

10. SHARE CERTIFICATES FOR JOINT HOLDERS

In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

11. ISSUE OF NEW SHARE CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

If a certificate is worn out, defaced, destroyed or lost or if there is no further space on the back thereof for endorsement of transfer, it shall if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate for the purpose of cancellation or upon proof of destruction or loss on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in accordance with the provisions of the Act and rules.

12. TRUST NOT RECOGNISED

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

13. PROVISIONS AS TO ISSUE OF CERTIFICATES TO APPLY TO DEBENTURES, ETC.

The provisions of the foregoing Articles relating to issue of share certificates shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

14. POWER TO PAY COMMISSION IN CONNECTION WITH SECURITIES ISSUED

(i) The company may exercise the powers of paying commissions conferred by provisions of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and rules made there under.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under the Act.

15. MODE OF PAYMENT OF COMMISSION

The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

16. VARIATION OF MEMBER'S RIGHTS

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act and whether or not the company is being wound up, be varied with the consent in writing of the holders of three fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

17. PROVISIONS AS TO GENERAL MEETINGS TO APPLY MUTATIS MUTANDIS TO EACH MEETING.

To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

18. ISSUE OF FURTHER SHARES NOT TO AFFECT RIGHTS OF EXISTING MEMBERS.

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

19. POWER TO ISSUE PREFERENCE SHARES

Subject to the provisions of the Act and subject to the provisions on which any shares may have been issued the Company may issue one or more classes of preference shares.

20. FURTHER ISSUE OF SHARES

The Board or the Company, as the case may be in accordance with the Act and the Rules, issue further shares to -

- (a) persons who at the date of offer are holders of equity shares of the Company such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
- (b) employees under any scheme of employees stock option; or
- (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

21. MODE OF FURTHER ISSUE OF SHARES

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules.

22. DEBENTURES

The company shall issue secured/unsecured debentures in accordance with the provisions of the Act and rules made there under as applicable time to time.

23. NOMINATION BY SECURITIES HOLDERS

Any holder of securities of a company may, at any time nominate in prescribed Form any person as his nominee in whom the securities shall vest in the event of his death. Where the nomination is made in respect of the securities held by more than one person jointly, all joint holders shall together nominate any person as nominee. The request for nomination should be recorded by the Company within a period prescribed under the Act, Rules and other applicable clauses of the listing agreement, if any from the date of receipt of the duly filled and signed nomination form. In the event of death of the holder of securities or where the securities are held by more than one person jointly, in the event of death of all the joint holders, the person nominated as the nominee may upon the production of such evidence as may be required by the Board, elect, either-

- (a) to register himself as holder of the securities ; or
- (b) to transfer the securities, as the deceased holder could have done.

Where the nominee is a minor, the holder of the securities, making the nomination, may appoint a person in Form specified under the rules, who shall become entitled to the securities of the company, in the event of death of the nominee during his minority.

24. LIEN ON SHARES

- (i) The company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company;

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

25. ENFORCING LIEN BY SALE

The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

26. AS TO ENFORCING A LIEN BY SALE

- (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

27. PURCHASER TO BE REGISTERED HOLDER

The purchaser shall be registered as the holder of the shares comprised in any such transfer.

28. VALIDITY OF COMPANY'S RECEIPT

The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

29. APPLICATION OF THE PROCEEDS OF THE SALE

- (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.

30. OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to or interest in such share on the part of any other person whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

31. BOARD MAY EXTEND TIME FOR PAYMENT

The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances

32. LIEN TO EXTEND TO DIVIDENDS, ETC.

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company. *Provisions as to lien to apply mutatis mutandis to debentures etc.*

33. THE BOARD MAY MAKE CALLS ON SHARES

(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company at the time or times and place so specified, the amount called on his shares.

(iii) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.

(iv) A call may be revoked or postponed at the discretion of the Board.

34. WHEN CALL DEEMED TO HAVE BEEN MADE

A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

(iii) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

35. EFFECT OF NON PAYMENT OF SUMS

In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

36. PAYMENT OF CALLS IN ADVANCE

The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Provisions as to calls to apply mutatis mutandis to debentures, etc.

FORFEITURE OF SHARES

If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

37. FORM OF NOTICE FOR FORFEITURE

The notice for forfeiture shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

38. IF NOTICE NOT COMPLIED WITH SHARES MAY BE FORFIETED

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

39. RECEIPT OF PART AMOUNT OR GRANT OF INDULGENCE NOT TO AFFECT FORFEITURE

Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.

40. SALE OF FORFIETED SHARES

(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

41. ENTRY OF FORFEITURE IN REGISTER OF MEMBERS

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

42. CANCELLATION OF FORFEITURE

At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

43. EFFECT OF FORFEITURE

(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

44. TRANSFEREE TO BE REGISTERED AS HOLDER

The transferee shall thereupon be registered as the holder of the share

45. TRANSFEREE NOT AFFECTED

The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

46. VALIDITY OF SALES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

47. CANCELLATION OF SHARE CERTIFICATE IN RESPECT OF FORFEITED SHARES

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

48. SURRENDER OF SHARE CERTIFICATES

The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as it think fit.

49. SUMS DEEMED TO BE CALLS

The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

50. PROVISIONS AS TO FORFEITURE OF SHARES TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSFER AND TRANSMISSION OF SHARES

51. INSTRUMENT OF TRANSFER TO BE DEPOSITED

(i) The instrument of transfer of any share in the company shall be in the prescribed form and can be executed by or on behalf of both the transferor and transferee every instrument of transfer with the date of its execution specified thereon shall be delivered to the company within sixty days from the date of such execution.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

52. POWER OF THE BOARD TO REFUSE TO REGISTER THE TRANSFER

The Board may, subject to the right of appeal conferred by the Act decline to register—

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.

The Board may **FURTHER** decline to recognise any instrument of transfer unless

- (a) the instrument of transfer is in the form as prescribed in rules made under the Act;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

TRANSMISSION OF SHARES

(i) On the death of a member, the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

53. TRANSMISSION CLAUSE

Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –

- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.

54. ELECTION

(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

55. AS TO TRANSFER OF SHARES TO DECEASED OR BANKRUPT MEMBER

A 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 if he were the registered holder of the share, 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 meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

56. INCREASE OF CAPITAL

The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

57. CONSOLIDATION OF SHARES

Subject to the provisions of the Act, the company may, by ordinary resolution,—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) 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.

58. CONVERSION OF SHARES INTO STOCKS

Where shares are converted into stock:—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable so however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

59. REDUCTION OF CAPITAL

The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account and or any other reserve in the nature of share capital.

60. JOINT HOLDERS

Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

- (a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
- (b) On the death of any one or more of such joint- holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him / her jointly with any other person.
- (c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.
- (d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
- (e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint- holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by any attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares.
(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
- (f) The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.

61. POWER TO CLOSE REGISTER OF MEMBERS OR DEBENTURE HOLDERS OR OTHER SECURITY HOLDERS

Company may close the register of members or the register of debenture holders or the register of other security holders for any period or periods not exceeding in the aggregate forty-five days in each year, but not exceeding thirty days at an the Act, Rules or one time, subject to giving of previous notice of at least seven days or such lesser period as may be specified by the Act, Rules and the Securities and Exchange Board of India.

62. CAPITALISATION OF PROFITS

The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve —

- (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 amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

63. CAPITALISED AMOUNTS HOW APPLIED

The capitalised amounts shall not be paid in cash but shall be applied, either in or towards:

- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (b) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b). A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

64. BOARD'S POWER TO ISSUE FRACTIONAL CERTIFICATE/COUPON ETC.

The Board shall have power—

- (a) to make such provisions by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and
- (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 or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.

65. AGREEMENT BINDING ON MEMBERS

Any agreement made under such authority shall be effective and binding on such members.

66. BUY-BACK OF SHARES

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

67. DEMATERIALISATION OF SHARES

The Company may convert its securities into dematerialised form or re-materialise the securities and issue its securities in physical form in accordance with the provisions of this Act or in dematerialised form in accordance with the provisions of the Depositories Act, 1996 and the regulations made there under.

GENERAL MEETINGS

68. ANNUAL GENERAL MEETING

The company shall in each year hold in addition to any other meetings, a general meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of a company and that of the next All general meetings other than Annual General Meeting shall be called Extraordinary General Meeting.

69. EXTRAORDINARY GENERAL MEETING

(i) The Board may, whenever it thinks fit, call an Extraordinary General Meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an Extraordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

70. PRESENCE OF QUORUM

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant. The quorum for a general meeting shall be as provided in the Act and Rules.

71. CHAIRPERSON OF THE MEETINGS

The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.

72. DIRECTORS TO ELECT A CHAIRPERSON

If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

73. MEMBERS TO ELECT A CHAIRPERSON

If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.

74. CASTING VOTE OF CHAIRPERSON AT GENERAL MEETING

On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.

75. MINUTES OF PROCEEDINGS OF MEETINGS AND RESOLUTIONS PASSED BY POSTAL BALLOT

The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.

76. CERTAIN MATTERS NOT TO BE INCLUDED IN MINUTES

There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting -

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

77. DISCRETION OF CHAIRPERSON IN RELATION TO MINUTES

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 the aforesaid clause.

78. REGISTRATION OF RESOLUTIONS AND AGREEMENTS

The Company shall comply with the provisions of the Act relating to registration of certain resolutions and agreements.

79. MINUTES TO BE EVIDENCE

The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

80. INSPECTION OF MINUTE BOOKS OF GENERAL MEETINGS

The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

- (a) be kept at the registered office of the Company; and
- (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days.

81. MEMBERS MAY OBTAIN COPY OF MINUTES

Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes, Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

82. ADJOURNMENT OF MEETING

The Chairperson may, *suo motu*, adjourn the meeting from time to time and from place to place. 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 in the case of an original meeting. Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

83. VOTING RIGHTS

Subject to any rights or restrictions for the time being attached to any class or classes of shares -

- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up Equity share capital of the company.

84. VOTING THROUGH ELECTRONIC MEANS

A member may exercise his vote at a meeting by electronic means in accordance with the Act, rules and shall vote only once.

85. VOTE OF JOINT- HOLDERS

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

86. SENIORITY OF NAMES

For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

87. HOW MEMBERS NON COMPOS MENTIS AND MINOR MAY VOTE

A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.

88. VOTES IN RESPECT OF SHARES OF DECEASED OR INSOLVENT MEMBERS, ETC.

Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

89. BUSINESS MAY PROCEED PENDING POLL

Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.

90. RESTRICTION ON VOTING RIGHTS

No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.

91. RESTRICTION ON EXERCISE OF VOTING RIGHTS IN OTHER CASES TO BE VOID

A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.

92. EQUAL RIGHTS OF MEMBERS

Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

PROXY

93. MEMBER MAY VOTE IN PERSON OR OTHERWISE

Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

94. PROXIES WHEN TO BE DEPOSITED

The instrument appointing a proxy and the power-of- attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned 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.

95. FORM OF PROXY

An instrument appointing a proxy shall be in the form as prescribed in the Act and Rules.

96. PROXY TO BE VALID NOTWITHSTANDING DEATH OF THE PRINCIPAL

A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

97. NUMBER OF DIRECTORS

Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 14 (fourteen).

98. DIRECTORS NOT LIABLE TO RETIRE BY ROTATION

The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.

99. SAME INDIVIDUAL MAY BE CHAIRPERSON AND MANAGING DIRECTOR / CHIEF EXECUTIVE OFFICER

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company

100. REMUNERATION OF DIRECTORS

The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act, rules the directors may be paid all travelling, 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.

101. REMUNERATION TO REQUIRE MEMBER'S CONSENT

The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act, rules and by a resolution passed by the Company in general meeting.

102. EXECUTION OF NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies 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.

103. APPOINTMENT OF ADDITIONAL DIRECTORS

Subject to the provisions of the Act, 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 directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

Such person shall hold office only up to the date of the next Annual General Meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act and rules.

104. APPOINTMENT OF ALTERNATE DIRECTORS

The Board of Directors of a company appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than three months from India:

Provided that no person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act:

Provided further that an alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India:

Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.

105. NOMINEE DIRECTORS

The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force.

106. APPOINTMENT OF DIRECTORS IN CASUAL VACANCY

If the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course; the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board:

Provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.

107. QUALIFICATION OF DIRECTORS

A Director need not hold any shares in the Company to qualify him for the office of a Director of the Company

108. INDEPENDENT DIRECTORS

- (1) The Board may appoint such number of Independent Directors as required under the provisions of the Act or applicable Clauses of the listing agreement whichever is higher.
- (2) Independent directors shall possess such qualifications as required under the provisions of the Act and applicable clauses of the listing agreement.
- (3) The Independent Directors shall be appointed for such period as prescribed under relevant provisions of the provisions of the Act and Listing agreement and shall not be liable to retire by rotation.

109. WOMEN DIRECTOR

The company shall have at least one woman director as per the requirements of the Act and rules.

110. REMOVAL OF DIRECTORS

The company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal before the expiry of the period of his office after giving him a reasonable opportunity of being heard. A special notice shall be required of any resolution, to remove a director under this clause, or to appoint somebody in place of a director so removed, at the meeting at which he is removed.

111. DIRECTORS NOT TO ACT WHEN NUMBER FALLS BELOW MINIMUM

When the number of Directors in Office falls below the minimum above fixed, the Directors, shall not act except in emergencies or for the purpose of filling up vacancies or for summoning a general meeting of the Company and so long as the number is below the minimum they may so act notwithstanding the absence of the necessary quorum.

112. THE FIRST DIRECTORS ARE:

- 1) Shri. B.K.Patodia
- 2) Shri. Umang patodia
- 3) Shri. P.C.Seksaria

BORROWING POWERS

Subject to the provisions of Section 73, 179 and 180 and other provisions of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Directors shall have the power from time to time at their discretion to accept deposits from members of the Company either in advance on calls or otherwise and generally to raise or borrow or secure the payment of any sum of money for the purpose of the Company provided that the aggregate of the amount borrowed (apart from temporary loans as defined in Section 180 of the Act obtained from the Company's bankers in the ordinary course of business) and remaining outstanding and undischarged at the time, shall not, without the consent of the Company at a general meeting 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.

Subject to the provisions of the Act and these Articles, the Board may raise and secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds perpetual or redeemable debentures, debenture stock or any mortgage or charge or other security on the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

POWERS OF THE BOARD

113. GENERAL POWERS OF THE COMPANY VESTED IN THE BOARD

The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorized to exercise and do and not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the Memorandum of Association and these Articles and to any regulations not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

114. PROCEEDINGS OF THE BOARD

- i. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- ii. A director may and the manager or secretary on the requisition of a director shall, at any time summon a meeting of the Board.
- iii. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- iv. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

115. COMMITTEES OF THE BOARD

- i. 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.
- ii. 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.
- iii. A committee may elect a Chairperson of its meetings.
- iv. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.
- v. A committee may meet and adjourn as it thinks fit.
- vi. 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 Chairperson shall have a second or casting vote.

116. All acts done in 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 had been duly appointed and was qualified to be a director.

117. The quorum at a meeting of the Directors shall be as prescribed by the Act and rules.

118. PASSING OF RESOLUTION BY CIRCULATION

Save as otherwise expressly provided in the Act, a resolution in writing signed whether manually or by secure electronic mode by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

119. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER (KMP)

Subject to the provisions of the Act,—

- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

120. STATUTORY REGISTERS

The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Act and Rules.

121. ELECTRONIC REGISTERS

Without prejudice to any other provisions of the Act and rules, the company may keep any document, record, register, minutes, etc.,—

- (a) required to be kept by the company; or
- (b) allowed to be inspected or copies to be given to any person by the company under the Act, may be kept or inspected or copies given, as the case may be, in electronic form.

122. FOREIGN REGISTER

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.

The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, *mutatis mutandis*, as is applicable to the register of members.

123. THE SEAL

- (i) The Board shall provide for the safe custody of the seal.
- (ii) 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 or one director and the secretary or one director and such other persons as the Board may appoint for the purpose shall sign every instrument to which the seal is affixed. Provided nevertheless, that any instrument bearing the seal of the company and issued for valuable consideration shall be binding on the company notwithstanding any irregularities touching the authority of the board to issue the same.

DIVIDEND AND RESERVES

- 124. The company in general meeting may declare dividend, but no dividend shall exceed the amount recommended by the Board.
- 125. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
- 126. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit 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.
- 127. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

DIVIDEND DISTRIBUTION

128. (i) 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 as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) 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.

(iii) 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 share shall rank for dividend accordingly.

129. 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.

MODE OF PAYMENT OF DIVIDEND

130. (i) Any dividend, interest or other monies 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.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

(iii) Dividend can also be paid electronically (by way of NECS or other modes approved by the Reserve Bank of India).

131. Any one or two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

132. 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.

133. No dividend shall bear interest against the company.

134. WAIVER OF DIVIDENDS

The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

135. MAINTENANCE OF BOOKS OF ACCOUNTS

The company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting:

Provided that all or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place:

Provided further that the company may keep such books of account or other relevant papers in electronic mode in such manner as may be prescribed.

136. BRANCH ACCOUNTS

Where a company has a branch office in India or outside India, it shall be deemed to have complied with the provisions of the Act, if proper books of account relating to the transactions effected at the branch office are kept at that office and proper summarised returns periodically are sent by the branch office to the company at its Registered Office.

137. INSPECTION OF BOOKS OF ACCOUNT

The books of account and other books and papers maintained by the company within India shall be open for inspection at the registered office of the company or at such other place in India by any director during business hours, and in the case of financial information, if any, maintained outside the country, copies of such financial information shall be maintained and produced for inspection by any director subject to such conditions as may be prescribed:

Provided that the inspection in respect of any subsidiary of the company shall be done only by the person authorized in this behalf by a resolution of the Board of Directors.

138. THE BOARD SHALL FROM TIME TO TIME DETERMINE

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.

No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

139. RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT

A copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before a company in its general meeting shall be sent to every member of the company, to every trustee for the debentureholder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting and the provisions of this subsection shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the company may deem fit, is sent to every member of the company and to every trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements:

The company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the company. The company shall place separate audited accounts in respect of each of its subsidiary on its website. A company shall also allow every member or trustee of the holder of any debentures issued by the company to inspect the documents stated above at its registered office during business hours.

140. AUDIT

The company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every sixth meeting:

Provided that the company shall place the matter relating to such appointment for ratification by members at every Annual General Meeting:

Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be prescribed, shall be obtained from the auditor:

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in the Act

Provided also that the company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar in line with requirements of the Act and Rules.

141. SERVICE OF DOCUMENTS.

A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed:

Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode.

Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting.

Explanation.—for the purposes of this section, the term "courier" means a person or agency which delivers the document and provides proof of its delivery.

142. WINDING UP

Subject to the Applicable Provisions of the Act and Rules

- (i) 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 amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) 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.
- (iii) 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 if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

143. INDEMNITY

Subject to the provisions of the Act:

- (a) Every Director, Managing Director, Whole time Director, Manager, Secretary and 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 travelling expense) which such Director, Manager, Secretary and Officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such Director, Manager, Secretary, Officer or servant or in any way in the discharge of his duties including expenses and the amount for which such indemnity is provided, shall immediately attach as a lien on the property of the Company and have priority between the members over all other claims.
- (b) Every Director, Managing Director, Manager, Secretary or other Officer and employee of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under the Act in which relief is given to him by the Court.

144. INSURANCE

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/ or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the company for which they may be liable but have acted honestly and reasonably.

145. SECRECY CLAUSE

- a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these present contained.
- (b) No member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading, or any matter which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose

146. GENERAL POWER

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

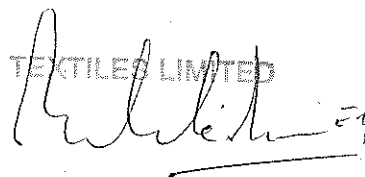
Sl. No.	Name of the Subscribers	Addresses, Descriptions and Occupations of Subscribers	Number of shares taken by each Subscriber	Signature of Subscriber
1.	Shri. B K Patodia	S/o. Shri.M L Patodia, Aged 60 years Flat No.64, 8 th floor, Plot No.62A, Mount Unique, Peddar Road, Mumbai - 400 026 Industrialist	5000 (Five thousand only)	Sd/-
2.	Shri. Umang Patodia	S/o.Shri.B K Patodia Aged 35 years Door No. 39/2764, Diwans Road, Kochi - 682 016 Industrialist	7500 (Seven thousand five hundred only)	Sd/-
3.	Shri. P C Seksaria	S/o.Shri.Bhoormal Seksaria Aged 59 years Door No.27/1230 8C, Link Heights, Panampilly Nagar, Kochi - 682 036 Company Executive	100 (One hundred only)	Sd/-
4.	Shri. Ankur Patodia	S/o.Shri.B K Patodia Aged 31 years Flat No.64, 8 th floor, Plot No.62A, Mount Unique, Peddar Road, Mumbai - 400 026 Company Executive	7500 (Seven thousand five hundred only)	Sd/-
5.	Smt. Prabha Patodia	W/o.Shri.B K Patodia Aged 56 years Flat No.64, 8 th floor, Plot No.62A, Mount Unique, Peddar Road, Mumbai - 400 026 Industrialist	10000 (Ten thousand only)	Sd/-
6.	Smt. Mala Patodia	W/o.Shri.Umang Patodia Aged 33 years Door No. 39/2764, Diwans Road, Kochi - 682 016 Company Executive	10000 (Ten thousand only)	Sd/-
7.	Smt. Swati Patodia	W/o.Shri.Ankur Patodia Aged 30 years Flat No.64, 8 th floor, Plot No.62A, Mount Unique, Peddar Road, Mumbai - 400 026 Company Executive	10000 (Ten thousand only)	Sd/-
Total Number of Shares taken			50100 (Fifty thousand one hundred only)	

Dated: this 18th day of March, 2005

Witness to the above signatures : E K Balakrishnan
S/o.C K R Nair
Aged 46 years
Company Secretary, GTN Textiles Limited
Door No.VIII/911, Erumathala Post, Aluva - 683 105.

Certified True Copy

For GTN TEXTILES LIMITED



E. K. BALAKRISHNAN
Vice President (Corporate Affairs)
& Company Secretary