

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, आंध्र प्रदेश

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U40109AP1999PTC032420

मैसर्स SILERU POWER GENERATION PRIVATE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
SILERU POWER GENERATION PRIVATE LIMITED

जो मूल रूप में दिनांक दो सितम्बर उन्नीस सौ निम्नानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
MEENAKSHI ODISHA POWER PRIVATE LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि. 507 (अ) दिनांक 24.6.1985 एस्.आर.एन्. B72284698 दिनांक 10/04/2013 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
MEENAKSHI ODISHA POWER PRIVATE LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र हैदराबाद में आज दिनांक दस अप्रैल दो हजार तेरह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Andhra Pradesh

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U40109AP1999PTC032420

In the matter of M/s SILERU POWER GENERATION PRIVATE LIMITED

I hereby certify that SILERU POWER GENERATION PRIVATE LIMITED which was originally incorporated on
Second day of September Nineteen Hundred Ninety Nine under the Companies Act, 1956 (No. 1 of 1956) as
MEENAKSHI ODISHA POWER PRIVATE LIMITED having duly passed the necessary resolution in terms of Section
21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been
accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of
Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN B72284698 dated
10/04/2013 the name of the said company is this day changed to MEENAKSHI ODISHA POWER PRIVATE
LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Hyderabad this Tenth day of April Two Thousand Thirteen.

Signature Invalid
Date: 10/04/2013
Time: 11:55
GUT-0392

Registrar of Companies, Andhra Pradesh

कम्पनी रजिस्ट्रार, आंध्र प्रदेश

*Note: The corresponding form has been approved by SHRIRAM MOTIRAM SAINDANE, Deputy Registrar of Companies and this
certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies
(Electronic Filing and Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

MEENAKSHI ODISHA POWER PRIVATE LIMITED
'Meenakshi', Plot No.119, Road No.10, Jubilee Hills,
Hyderabad - 500033,
Andhra Pradesh, INDIA



**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
SILERU POWER GENERATION PRIVATE LIMITED**





प्रत्येक आई आर
Form I
(See Regulation 16(1))
निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

नं. 317..... का सं.
No. 317..... of 19..... 32420 1999-2000

मैं यथाद्वारा प्रमाणित करता हूँ कि आर.....

प्रायगी अधिनियम, 1956 के अधीन विनियमित की गई है यह कम्पनी पंजीकृत है।

I hereby certify that **SILERU POWER GENERATION PRIVATE LIMITED**

is this day incorporated under the Companies Act, 1956 * (and that the Company is limited.)

मेरे हस्ताक्षर से आज या..... को दिनांक था।

Given under my hand at **HYDRABAD** this **SECOND**
day of **SEPTEMBER** One thousand nine hundred and **NINETY NINE**

(11th Bhadrpada, 1921 saka)

Sd/-
जे.एस.सी.
J.S.C-1



TO BE OMITTED IN RESPECT OF UNLIMITED COMPANY

(M. SUBBARAYULU)
कम्पनियों का रजिस्ट्रार
Deputy Registrar of Companies
Andhra Pradesh
Hyderabad

INCORPORATED UNDER THE COMPANIES ACT, 1956
(1 OF 1956)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SILERU POWER GENERATION PRIVATE LIMITED

- I. The name of the Company is **SILERU POWER GENERATION PRIVATE LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Andhra Pradesh.
- III. The objects for which the Company is established are :
 - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To carry on the business of establishment, construction, operation, maintenance and development of Electric Power Station in the name of the Company or others, at the place or places in India or abroad to generate power from any of the conventional and / or non-conventional sources of energy viz., Thermal, Hydel, wind, Solar, etc.
 2. To purchase or acquire otherwise, concessions, grants, rights, privileges and licences, whatsoever conferred upon by any authorities in favour of this or any other Company, firm or person whatsoever, for development, generation, transmission, distribution and sale of electric power by using hydro energy, or any other sources of energy not known or which may be hereinafter invented.
 3. To promote, take over, participate in any enterprise, requiring electric power for its manufacturing operation, by supply of electric power exclusively or partially.
 4. To construct, carryout, maintain, improve, manage, work, control and superintend any reservoirs, water works, canals, tanks, dams, weirs, bridges, culverts, pipes and mains and works in connection therewith, which may directly or indirectly contribute to subsidise or otherwise aid generation and distribution of electric power, and carry on the business as civil, electrical and mechanical engineers for supply of electricity for lighting, heating, motive power or otherwise and dealers of electrical equipments, such as generators, dynamos, motors, accumulators, conductors, insulators, isolators, circuit breakers, controllers, switches, transformers, converters, rectifiers, resistors, meters and all kinds of plant, machinery, equipment and appliances required for generation, accumulation, distribution and supply of electric power.

**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE
ATTAINMENT OF MAIN OBJECTS :**

1. To take up such activities whatsoever which can be advantageously carried on by the company in connection with or ancillary to the general business of the company to attain the objects.
2. To pay out of the company's funds the cost and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of any company which may be promoted by the company.
3. To borrow or raise money on any terms without security or in the security of land, building, factories, machinery tools, bills of exchange, promissory notes, bonds, bills of lading, warrants, stocks, shares, debentures, book debts, undertaking of the company and properties of every description or any one or more of them.
4. To invest and deal with the money of the company not immediately required in such a manner as may from time to time be determined.
5. To promote and aid in promoting, constitute, form, organise companies, syndicates or partnership of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing directly or indirectly the objects thereof, or for any other purpose which this Company may think expedient.
6. To contribute to charitable and other funds whether directly or indirectly relating to the business of the company or not, or the welfare of its employees.
7. To purchase or take on lease or in exchange, hire or otherwise acquire any movable properties and any rights or privileges which the Company may think necessary or expedient for the purpose of its business and in particular any land, building works and easements and on such terms as may be deemed useful.
8. To sell or sublet any concession or license obtained contracts entered into and generally to sell the whole or any part of the property and business of the Company for cash or for shares or obligations of any person or persons.
9. To improve, manage, cultivate, develop, exchange, let or lease, mortgage, sell dispose off, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the properties and rights of the Company.
10. To enter into any arrangement with any authorities whether sovereign, Government, Municipal, local or otherwise, and other bodies corporate that may seem conducive to the Company's objects or any of them and to obtain from any such authority, rights, license, privileges and concessions which the company may think it desirable to obtain and to carry out exercise and comply with any such arrangements, rights, license, privileges and concessions.

11. To open any kind of account in any Bank and to make, accept, endorse and execute promissory notes, bills of exchange, bills discounting and other negotiable instruments.
12. To get Company to be registered or recognised in any foreign country.
13. To adopt such means or making know the services of the Company as may seem expedient and in particular all kinds of advertising.
14. To enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture, reciprocal concessions or otherwise, with any person, firm or company carrying on or engaged in or about to carry on or engaged in any business or transaction which this Company is authorised to carry on or engage in or any business or undertaking transaction which may seem capable of being carried on or conducted so as to directly or indirectly to benefit the Company, and to lend money, to guarantee the contracts or otherwise assist any person, firm or company and to sell, hold reissue with or without guarantee or otherwise deal with such share and securities.
15. To take over, merge or amalgamate with any Company, industrial units or any entity, with objects altogether similar or in part or any industrial units operating in any other line of business.
16. To enter into joint venture agreement, collaboration or marketing tie-up with any foreign company carrying the similar business with or without equity participation.

(C) OTHER OBJECTS

1. To carry on all or any of the business of buyers, sellers, producers, suppliers, traders, importers, exporters, brokers, agents, stockists, distributors or dealers of and in machinery or spare parts, cotton, textile, wool, silk, jute and jute products, coal, cement and its allied products, chemicals, building materials, plastic products, electric parts, electronic items and appliances & devices, iron & steel products, paper & Paper board, tea, coffee, fertilizers, agricultural implements, rubber products, leather products, metal and minerals, pharmaceutical products, paint and to carry on business of merchant, export house for goods and merchandise of any description.
2. To carry on the business of generation of power by conventional or unconventional, renewable and/ or any other source of energy.
3. To carry on the business as investors or otherwise in shares, stocks, debentures, securities, units and for that purpose to subscribe or underwrite in shares, debentures, stocks, security units, issues by companies, corporations, government and autonomous bodies.

4. To purchase lease or otherwise acquire, develop, improve lands, plots and buy and construct, erect houses, buildings, flats of all description, holiday homes, resorts of all kinds townships and to rebuild, enlarge, improve, expand, alter the existing houses, buildings, flats or other properties and to sell all such lands, plots, buildings, houses, flats, holiday homes, resorts, townships and all other properties of the Company either on hire purchase, instalments or otherwise.
 5. To sell, breed, import, export, improve prepare, deal and trade in require, cattle, poultry, game of every description, milk, cream, butter, cheese, egg, prawn, table delicacies and any other commodities, goods or things of animal origin and to carry on trade or business of cultivating, growing, producing or otherwise generally dealing in any agricultural, horticultural produce like vegetables, fruits, nuts and the like and deal in any straw, seeds, nursery and for that purpose set up, purchase or otherwise acquire farms, orchards, grovers and farm and other buildings for growing, string, processing, warehousing, drying and otherwise dealing with the same.
 6. To undertake the business of advisors, consultants, caretakers, agents or otherwise for assisting in any manner, any person, firm, body corporate, association of person or any government or authority in setting up and maintaining orchards, gardens of farms on their behalf.
 7. To acquire agricultural lands to carry out agricultural activities of growing grains, fruits, vegetables, horticulture, tissue culture adopting and all other activities of agricultural operations and to carry on the business of manufacturing, processing and trading of leather goods and chemicals for leather goods.
 8. To carry on the business of buying, selling, cutting, polishing, importing, exporting of granites, marbles and all types of stones used for flooring and elevation purposes.
 9. To carry on the business of manufacturers of electrical conductors, enamelled and metal coated wires, electric wires and cables, ropes production and fabrication of non-ferrous metals in various shapes, sizes, wire drawers, rollers, bolts and nuts, wire, nail and panel and pin makes, manufacturers and suppliers of generators.
- IV. The liability of the members of the Company is limited.
- V. The Authorised Share Capital of the Company is Rs.24,00,00,000/-* (Rupees Twenty Four Crores only) divided into 2,40,00,000 (Two Crores Forty Lakhs only) Equity Shares of Rs.10/- each with rights, privileges and conditions attaching thereto as were provided by the regulations for the time being with power to increase or reduce the capital of the Company and to divide the shares in the capital for time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined or to vary, modify or abrogate any such rights, privilege or condition in such manner as may for the time being be provided by the regulations of the Company.

*Altered vide Special Resolution passed at the EGM held on 22.11.2012

For Sileru Power Generation Pvt. Ltd.


Director

We, the several persons, whose names and descriptions are hereunder subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectively agreed to take the number of shares in the capital of the Company set opposite to our respective names.

Sl. No. Signature, Name, Address, Descriptions and Occupations of the subscribers	Number of Equity Shares taken by each subscriber	Signature, Name, Address, Description and Occupation of the Witness
<p>Sd/-</p> <p>1. NAGAVARAM PRASHANTH RAO S/o N. Venkateshwar Rao Plot No. 247, Shripuram Colony, Meisakpet, Hyderabad - 500 036.</p> <p>Age : 21 Years Occ : Business</p>	<p>100 (One Hundred Only)</p>	<p>Sd/- JEETENDRA KULKARNI S/o Ambadas Rao 1. Satya Apartments Road No. 3, Banjara Hills, Hyderabad. Occ : Chartered Accountant</p>
<p>Sd/-</p> <p>2. NAGAVARAM PUSHPALATHA D/o K. Venkat Rao Plot No. 78, Champapet, Hyderabad - 500 060.</p> <p>Age : 40 Years Occ : House Wife</p>	<p>100 (One Hundred Only)</p>	
<p>Total : Two Hundred Equity Shares</p>	<p>200 (Two Hundred only)</p>	

Place : Hyderabad
Date : 27-08-1990

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

**ARTICLES OF ASSOCIATION
OF
SILERU POWER GENERATION PRIVATE LIMITED**

PRELIMINARY

1. The Company shall be governed by the following Articles of Association and by the regulations contained in Table 'A' of the First Schedule to the Companies Act, 1956 (hereinafter referred to as the said Act) save in so far as they are expressly or impliedly excluded or varied by the following regulations of the Company.
2. The Company is a Private Company within the meaning of Section 3(1) (iii) of the Companies Act, 1956, and accordingly,
 - a. Limits the number of its members to fifty, not including :
 - i. Persons who are in the employment of the Company.
 - ii. Persons who having been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be members after the employment ceased.
 - iii. Provided that where two or more persons hold one or more shares in the company jointly, they shall for the purpose of this articles be treated as a single member.
 - b. Prohibits any invitation to the public to subscribe for any shares in or debentures of the Company; and
 - c. Restricts the right to transfer shares of the Company.

SHARE CAPITAL

3. The Authorised Share Capital of the Company is Rs.24,00,00,000/-* (Rupees Twenty Four Crores only) divided into 2,40,00,000 (Two Crores Forty Lakhs only) Equity Shares of Rs.10/- each with rights, privileges and conditions attaching thereto as were provided by the regulations for the time being with power to increase or reduce the capital of the Company and to divide the shares in the capital for time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined or to vary, modify or abrogate any such rights, privilege or condition in such manner as may for the time being be provided by the regulations of the Company.
*(Altered vide Special Resolution passed at the EGM held on 22.11.2012.)
4. The Shares shall be under the control of the board of the Directors, who may allot and dispose of or grant options over the same to such persons on such terms and such manner as they may think fit.
5. Every member shall be entitled without payment to one certificate under the common seal of the Company for all the shares registered in his name or in the case of shares of more than one class being registered in his name to separate certificate for each class of shares so registered.
6. If any member shall require additional certificate he shall pay cash for additional certificate such sum not exceeding Rupees One or such sum as the Directors shall determine.

CALL ON SHARES

7. The Board may from time to time, subject to the terms on which any shares may have been issued make such calls upon the members in respect of all money for the time being unpaid on their shares (whether nominal value or premium) and every member shall pay the amount of every calls or made on them to the company or to the persons at the time and place appointed by the Board. A call may be made payable in instalments and shall be deemed to have been made where the Board resolution authorising the call was passed.
8. The Directors may from time to time at their discretion extend the time fixed for the payment of the calls to any or all members, but no member shall be entitled to such extension save as a matter of grace and favour.
9. The Board, if they think fit may receive from any member willing to advance the same, any part of the money uncalled, unpaid upon any shares held by him and upon all or any of the money so advanced may (until the same would, but for such advance, become presently payable), pay interest at the rate not exceeding six per cent per annum. Such advances shall however not rank for dividends.
10. Any money due from the company to a member, may without the consent of such member, be applied by the Company in or towards the payment of any money due from him to company for call or otherwise.

TRANSFER AND TRANSMISSION OF SHARES

[Handwritten signature]
Director

11. The instrument of transfer of any share in the Company shall be in writing and shall be executed by or on behalf of the transferee and the transferor shall be deemed to remain the holder of such share until the name of transferee is entered in the Register in respect thereof.
12. Subject to the provisions of Section 111 of the Act, the Board of Directors may at any time in their absolute and uncontrolled discretion and without assigning any reason decline to register any proposed transfer of shares. This clause shall not apply to case where the proposed transferee is also a member. The Directors may also decline to register any transfer of shares on which the Company has lien.
13. On the death of any member (not being one or more joint holders of a share) the executor or administrator of such deceased member shall be the only person recognised by the Company as having any title to such share provide nevertheless that in special cases and in such only, it shall be lawful for the Directors to dispense with the production of probate or letter of administration or such other legal representation upon such terms as to indemnify or otherwise as the directors may deem fit.
14. No transfer shall be made to insolvent or person of unsound mind.

FORFEITURE OF SHARE AND LIEN

15. If any member fails to pay any call or instalment of call on the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call or instalment remain unpaid serve a notice on him requesting to pay the same together with interest accrued and expenses incurred by reason of such nonpayment.

ALTERATION OF SHARE CAPITAL

16. The Company may from time to time by ordinary resolution increase the authorised share capital by such sum to be divided into share or such amount as may be specified in the resolution.
17. The new shares shall be issued upon such terms and conditions with such rights and privileges preferential or qualified rights to dividends, of distribution of assets or redeemable at the option of the Company as the directors shall determine.

CALLING OF MEETINGS

18. The Board of Directors may whenever they think fit and they shall upon requisition made in writing by members as provided under Section 169 of the Act, convene an extraordinary General Meeting. If at any time there are not within India Directors capable of acting who are insufficient number to form a quorum, any Director or any two members of the Company may call an extraordinary General Meeting with same manner, as early as possible as that in which such a meeting may be called by the Board.

19. a) 7 days notice shall be given to convene the General Body and Extra-ordinary General Body Meeting of the members. Notice of every meeting shall be given to every member of the Company as provided by the act and this article. It shall be given to person entitled to share in consequence of death, insolvency of a member by sending it through post to the original member's address.
- b) The provisions of Section 173 of the Act, shall not apply to the meeting of the Company.
- c) Notice of every General meeting shall be given to the Auditor or Auditors of the Company.
- d) The accidental omission to give notice to any member or non-receipt by any member of such notice shall not invalidate the proceedings at general meetings.
- e) Any meeting shall be convened with shorter notice if consented to by all the members entitled to receive the notice of Annual General Meeting and if consented by members holding 95% of the paid-up capital in the case of any other meeting.

PROCEEDINGS AT GENERAL MEETING

20. No General Meeting, annual or extra-ordinary shall be competent to discuss or transact any business which has not been specifically mentioned in the notices for the said meetings.
21. Any General Meeting of Company whether Annual General Meeting or Extra-ordinary General Meeting may be called by giving seven days notice in writing.
22. At any General Meeting every question shall be decided in the first instant by a show of hands and unless a poll be directed by the Chairman or demanded as directed in section 179 of the Act, a declaration by chairman, that a resolution has been carried unanimously or not carried or carried by particular majority and on entry to the effect in the minutes book such resolution provided however no poll shall be demanded in the election of the Chairman or on a question of adjournment.
23. In the case of equality of votes at any General Meeting whether upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote. In case of any dispute, as to the admission of any, Chairman shall determine the same and such determination shall be final and conclusive.

VOTE OF MEMBERS

24. Subject to any right or restriction for the time being allowed to any classes of shares.
 - a) Every member present in person shall have one vote upon a show of hand.
 - b) Upon a poll votes may be given by personally or by proxy and every member in person or by proxy shall have one vote for every share held by him.

25. No member shall be entitled to vote at any meeting unless all claims, call or other sums presently payable by him in respect of the shares of the Company held by him in the Company have been paid.
26. Subject to the provisions of these articles, vote may be given either personally or by proxy. A person who is not a member of the Company shall also be appointed as proxy.

DIRECTORS

27. The First Directors of the Company shall be :

1. NAGAVARAM PRASHANTH RAO

2. NAGAVARAM PUSHPALATHA

and they shall be permanent Directors of the Company and they shall hold office as such for life or till they resign otherwise cease to hold office of Directors.

28. The number of Directors of the Company shall not be less than two and not more than twelve including all kinds of other Directors if any. The Directors need not hold any qualification shares.
29. The remuneration of Directors for attending meeting of the Board of Directors shall be Rs. 250/- and such remuneration shall be besides travelling, hotel and other incidental expenses incurred by the Directors.
30. Subject to the provisions of the Act and these Articles particularly the Board shall from time to time decide the amount and manner in which the remuneration by way of salary, commission, bonus, share in profit or otherwise would be payable to a working Director or wholetime Director or other Directors either by way of monthly payment or in specified percentage of net profit or by both, for services rendered by him/ or to them.
31. The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in the formation of the Company and may exercise all such powers of the Company and do all such acts and things as required by the Act or by these articles required to be exercised by the Company in General Meeting subject nevertheless to the provisions of the Articles and the act, and to such regulations not being inconsistent with aforesaid provisions as may be prescribed by the Company but no regulation made by the Company in General Meeting shall invalidate any prior act of Director which have been valid if such regulation had not been made.

32. Without prejudice to the generality of any other articles thereof, the Directors may give or award pensions, annuities, gratuities and superannuation or other allowance or benefits to any person who are or have at time been Directors of or employed by or in the service of the company and to the wives, children and other relations and dependents of any such persons and may set up, establish, support and maintain pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as or hereunto before or offered to or any of them or class of them. Any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity allowance or other benefits and may vote in respect of the exercise of any of the powers by these articles conferred upon the Directors notwithstanding that he is or may become interested therein.
33. The Board may, from time to time, appoint one or more Directors to be Managing Director or Managing Directors of the Company either for a fixed term or without any limitation as to the period for which he is to hold office and may, from time to time (subject to the provisions of any contract between him and the Company), remove or dismiss him from office and appoint another in his place.
34. The Board of Directors may from time to time by power of attorney, appoint any person, firm or company to be attorney of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in the Directors) and for such period and other conditions as they think fit.
35. The powers regarding use of common seal shall be vested in the board and the common seal can be used abroad also as provided in Section 60 of the Act.
36. The Board may exercise power under Section 157 and 158 in respect of maintaining the foreign register and connected documents.
37. The Board shall have power to appoint Additional Director and Alternate Directors for such directors who are residing abroad, who shall hold office until the following General Meeting as provided under Section 260 of the Act.
38. Any Government or Bank or financial institution which renders or agrees to render financial assistance either by way of loan to or participating in the share capital of the company, shall be entitled if the agreement of financial assistance to provide, to nominate, and from time to time, substitute in the place of such nominees shall not be liable to retirement by rotation.

POWERS AND DUTIES OF DIRECTORS AND WHOLETIME DIRECTORS

39. Without prejudice to the general powers conferred by the regulations contained in Table 'A' and these presents the Board of Directors, it is hereby expressly declared that the directors shall have the following powers, that is to say.

- a) To pay the preliminary expenses incurred in the promotion and registration of the company.
- b) To purchase or otherwise acquire for the company any property, rights or privileges which the Company is authorised to acquire under the Memorandum of Association at such price and generally on such terms and conditions as they think fit.
- c) At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash, or shares, bonds, debentures, or other securities or company and any such share may be issued as either fully paid up or with such amount credited as paid up thereon as may be agreed upon and any such bonds, debentures or other securities may be either specifically charged upon all or any of the property of the Company its uncalled capital or not so charged.
- d) To establish branches and to appoint agents or sub-agents in India or elsewhere at such remuneration and with such powers and authorities and power of sub-delegation or otherwise as they shall think fit.
- e) To raise or borrow money with or without allowance of interest either from members or Directors of the Company or from any other person; or from corporation for the purpose of the Company's business or in connection as there within such manner and upon such terms and conditions as the Directors may think fit, and in particular by the issue of debentures or debenture stock convertible into shares of this or any other Company and as security for any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or to transfer or assign the same absolutely or in trust and to give the lender power of sale and other powers as may seem expedient.
- f) To secure the fulfillment of any contract or engagement entered into by the Company by mortgage or charge of all or any part of the assets of the Company and its unpaid capital for the time being or in such manner as they may think fit.
- g) Subject to Section 49 to appoint any person (whether incorporated or not) accept and hold in trust for the Company any goods or other property to the Company, or which it is interested for any other purpose and to execute and do all such deeds and things as may be requisite. In relation to any such trusts and to provide the remuneration of such trustee or trustees.
- h) To execute in the name and on behalf of the Company in favour of any member or Director or other person who may incur any personal liability for benefit of the Company, such mortgage of the Company's property (present or future) as they think fit and any such mortgage may contain power of sale and such other powers, covenants and provisions as shall be agreed upon.

- i) To provide for the welfare of employees or ex-employees of the Company and the families or the dependents of such persons by grant of money, pensions, allowance, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other funds.
- j) To appoint at their discretion and to remove or suspend such officers, clerks, agents and servants from permanent, temporary or special services as may from time to time deemed fit.
- k) From time to time, vary and repeal by laws for the regulation of the Company, its officers and servants.
- l) To direct, manage and supervise the business of the Company and to do all acts, matters and seemed necessary for carrying on and conduct the business and concern of the Company.
- m) To exercise all the powers, authorities and discretion for the company except only such of them as by the said act or by these presents are expressly to be exercised by the Shareholders in General Meeting.
- n) To retain all money belonging to the Company in their own hands or to pay the same to such bankers as they shall deem expedient and to make, sign and give all the receipts, release and other discharges for money paid or payable to the company and for the claim and demands for the company such receipts being an effectual discharge for the money's therein stated to have been received.
- o) Subject to section 292 of the Act, to delegate all or any of their powers to the managers for the time being the officer or to such managers, agents or to other as they may deem expedient and revoke such powers at pleasure.
- p) To make, keep and file or cause to be made, kept or filed all such registers, returns and statements as required under the Act.
- q) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company and also to compound or allow the time for payment or satisfaction of any debts, dues and any claims or demands by or against the Company.
- r) To act on behalf of the Company in all matters relating to bankrupts and insolvents.
- s) To refer and claim or demand by or against the Company to arbitration and observe and perform the awards.
- t) To sign on the company's behalf bills, notes, receipts, acceptance, endorsements, cheques, releases, contracts and any or all other documents.

- u) To invest and deal with any moneys of the Company not immediately required for the purpose thereof upon such securities and in such manner as they think fit, and from time to time vary or realise such investments.
 - v) To enter into all such negotiations and contracts and all such contracts and execute and do all such acts, deeds and things in the Company as they consider expedient for or in relation to any matter aforesaid or otherwise for the purpose of the Company.
 - w) Subject to the provisions of Act, a Director shall be disqualified from this/his office from . contracting with a company either as vendor, purchaser, agent, brokers or otherwise nor be in any way interested nor shall any Director so contracting or being so interested be liable to account to the Company for the profit realised by any such contract or arrangement by reason only of such Director holding that office or of the judiciary relation thereby established but it is declared that the nature of his interest must be disclosed by him, as provided by Section 299 of the Act.
40. A Director shall give notice in writing to the Company of his holding of shares and debentures of the Company or its subsidiary under Section 307 of Act. The Company shall enter all aforesaid and other relevant particulars required by the act, in statutory registers kept for the purpose.
41. The Board may subject to the provision of the Act delegate any of its powers to a committee consisting of such member or members of its body as it thinks fit. Any committee so formed shall, exercise the power so delegated and conform to any regulations that may be imposed on it by the Board.
42. Save as otherwise expressly provided in the act, a resolution in writing signed by all 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 as valid Board of Committee duly convened and held.

MINUTES AND REGISTERS

43. The Directors shall cause minutes to be kept as required by Section 183 of the Act.
44. The Company shall keep registers as required by Section 301 of the Act.
45. The Board shall provide a common seal for the purpose of the Company with the words "common seal" described as its center and shall not be affixed on any instrument except by authority of a resolution of the Board and it shall be signed by one of Directors and countersigned by Managing Director or any other person authorised by the Board subject to Companies (Issue of Share Certificate) Rules, 1960.

DIVIDENDS

46. The Company in General Meeting may declare dividend but no dividend shall exceed the amount recommended by the Board.
47. The Board may from time to time pay to the members such dividend as appear it to be justified by the profits of the Company.
48. No dividend shall be paid otherwise than out of profits or accumulated undistributed profits.
49. 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.
50. No dividend shall bear interest against the Company.

ACCOUNTS

51. The Directors shall cause proper Books of Accounts to be kept in accordance with Section 209.
52. The books of account shall be kept at the Registered Office (subject to the provision of the Act) or at such other place as the Board may determine and always be open for inspection of Board.
53.
 - a) The Board shall from time to time determine whether and to what extent and what time and places and under what conditions or regulation, the accounts and books of the Company or any of them shall be opened to the inspection of member not being Director.
 - b) No member (not being Director) shall have any right of inspection of any books of accounts, Books, Documents of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.
54. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books and registers, agreements and minutes or any of them shall be open to the inspection of Members and Member shall have any right of inspection of any accounts or books or documents or registers of the Company except as conferred by the statute or authorised by the Directors or by a resolution of the Company in general meeting.

AUDIT

65. Auditor or Auditors shall be appointed and their duties regulated in the manner provided by the Act.

EXECUTION OF DOCUMENT

66. All documents to be executed by or in favour of the Company shall be made out in the name of the Company.

SEAL

67. The Company shall have a common seal and the Director shall provide for the safe custody thereof. The seal shall not be applied to any instrument except by the authority of a resolution of the Board and at least one Director or the Managing Director shall sign every instrument to which the seal has been affixed. Such a signature shall be conclusive evidence of the fact that the seal has been properly affixed.

INDEMNITY

68. Subject to the provisions of the Act, every Director, Manager, Secretary, Auditor and other Officers, Servants of the Company shall be indemnified by the Company against and it shall be the duty of the Director to pay all costs, losses and expenses of the funds of the Company which any such Directors, Officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such Director, Officer, Servant or in any in the discharge of his duties including travelling expenses and the amount of which indemnity is provided shall immediately attach as in a lien on the property of the Company and have the priority as between the members of all other claims.
69. The Company may indemnify any Director or Officer of the Company or any person employed by the Company or Auditors against liability incurred by him defending any proceeding 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 Section 633 of the Act, in which relief is granted to him by the Court.
60. Subject to the provision of the Act, no Director, Manager, Officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or for joining in any receipt or other act of conformity or for loss and expenses happening to the Company through the insufficiency or deficiency of any security in or upon which any of the money's of the Company shall be invested or for any security in or loss of damages arising from the bankruptcy, insolvency, or tortious act

of any person with whom any money's securities or effects shall be entrusted or deposited or for any other loss, damage or misfortune whatever shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own dishonesty.

ARBITRATION

81. Whenever any difference arises between the Company on one hand and any of the members, their executors, administrators or assigns on the other hand touching the true interest or construction or the incidence or consequences of these presents or the statutes or touching any branch or otherwise relating to the premises or to any of these presents or to any statute affecting the company or to any of the affairs of the company including the fixing of the fair value of the shares of the company, every such difference shall be referred to the decision of one or more arbitrators or any umpire to be appointed by the arbitrators, and such decision shall be subjected to the provisions of Indian Arbitration Act.

SECURITY CLAUSE

82. Every Director, Manager, Trustee, Member of the committee, Officer or 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 declaration pledging himself to observe strict secrecy respecting all transactions of the Company with customers and the state of the account with individuals in matters relating thereto and shall be such declaration pledging himself not to reveal any of the matters which come to his knowledge in the discharge of his duties except when requires so to do by the Directors or by a Court of Law and except so far may be necessary in order to comply with any of the provisions in these presents contained.

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

Sl. No. Name, address, description and occupation of the subscribers with signature	Name, address, occupation and description of the witness with signature
<p>Sd/-</p> <p>1. NAGAVARAM PRASHANTH RAO S/o N. Venkateshwar Rao Plot No. 247, Siripuram Colony, Malakpet, Hyderabad - 500 038.</p> <p>Age : 21 Years Occ : Business</p> <p>Sd/-</p> <p>2. NAGAVARAM PUSHPALATHA D/o K. Venkat Rao Plot No. 78, Chempapet, Hyderabad - 500 060.</p> <p>Age : 40 Years Occ : House Wife</p>	<p>Sd/-</p> <p>JEETENDRA KULKARNI S/o Ambadas Rao 1, Satya Apartments Road No. 3, Banjara Hills, Hyderabad. Occ : Chartered Accountant</p>

Place : Hyderabad
Date : 27-08-1999