

ARTICLES OF ASSOCIATION
OF
GUJARAT MEDICAL SERVICES CORPORATION LIMITED

TABLE A TO APPLY:-

1. The regulations contained in Table A, in Schedule 1 to the Companies Act, 1956 (hereinafter referred to as the "Act" and include any statutory modification or reenactment thereof), shall apply to the Company except in so far as the same are expressly or impliedly excluded or inapplicable to the Company by the regulations contained herein or by any special resolution of the Company or otherwise.

EXPRESS EXCLUSION AND MODIFICATIONS:-

2. Regulations No. 9(2), 24, 64, 65 and 66 shall not apply to the Corporation.

Regulation No. 16 shall apply with the substitution of the word 'twelve' for the word 'five' in sub-clause (1).

SHARES :-

3.1 The Authorized Share Capital of the Company shall be as per paragraph V of the Memorandum of Association of the Company with powers to increase or reduce the Share Capital and to divide the shares capital for the time being into several classes and to attach thereto respectively such preferential or such other rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may be provided by regulations of Company and consolidate or subdivide the shares and issue share of higher or lower denomination.

3.2 The Company may in accordance with the provisions of Section 208 of the Companies Act, 1956, pay interest on the capital.

3.3 Notwithstanding anything contained in these Articles, but subject to the provisions of Section 77 A and 77 B of the Act, the company may buy back its own shares or other specified securities in accordance with the rules prescribed by the Central Government and/or by Securities and Exchange Board of India in this behalf.

PREFERENCE SHARES:-

4. Subject to the provisions of Section 80 of the Act and other applicable provisions of the Act, any preference shares may be issued by the Company on the term that they are, or at the option of the Company or the holder(s) of the concerned preference shares are liable to be redeemed or converted on such terms and in such manner as the Board or the Company by special resolution may determine.

SHARES AT THE DISPOSAL OF THE DIRECTORS:-

5. Subject to the provisions of Section 81 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the directors who may issue, allot or otherwise dispose of the same or any of them to such person, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section 79 of the Act) at a discount and at such time as they may from time to time think fit and with sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium or at discount during such time and for such consideration as the directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the company in the General Meeting.

FURTHER ISSUE OF SHARES:-

6.1 Where at any time after the expiry of two years from the formation of the company or at any time after the expiry of one year from the allotment of shares in the company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the company by allotment of further shares then:

Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the company, in proportion, as nearly as circumstances admit, to the capital paid-up on those shares at that date ;

The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than thirty days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;

The offer aforesaid 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 and the notice referred to in sub-clause (b) shall contain a statement of this right;

After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the company.

6.2 Notwithstanding anything contained in sub-clause (1) the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (1) hereof) in any manner whatsoever.

If a special resolution to that effect is passed by the company in general meeting, or

Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf, that the proposal is most beneficial to the company.

6.3 Nothing in sub-clause (c) of (1) hereof shall be deemed:

To extend the time within which the offer should be accepted; or

To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

6.4 Nothing in this Article shall apply to the increase of the subscribed capital of the company caused by the exercise of an option attached to the debentures issued or loans raised by the company:

- (i) To convert such debentures or loans into shares in the company; or
- (ii) To subscribe for shares in the company (whether such option is conferred in these Articles or otherwise)

PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

Either has been approved by the Central Government before the issue of debentures or the raising of the loans or is in conformity with Rules, if any, made by the Government in this behalf; and

In the case of debentures or loans (other than debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf), the same has been approved by a special resolution passed by the company in a General Meeting before the issue of the debentures or raising of the loans.

PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST:-

7. The Directors may, if they think fit, subject to the provisions of Section 92 of the Act, agree to and receive from any member willing to advance the same, whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate as may be prescribed under the Act or as the member paying such sum in advance and the Directors agree upon, whichever is lower. Provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the company.

ALLOTMENT OTHERWISE THAN FOR CASH:-

8. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company otherwise than for cash including, without limitation, as payment or part payment for any property sold or goods transferred or machinery supplied or for services rendered to the Company or as sweat equity or otherwise and any shares which may be so allotted may be issued as fully paid up or partly paid up and if so issued shall be deemed to be fully paid up shares or partly paid up shares.

PAYMENT OF INSTALLMENTS:-

9. If, by the conditions of allotment of any shares, the whole or part of the amount or issue price thereof shall be payable in installments, every such installment shall when due, be paid to the Company by the person who, for the time being shall be the registered holder of the share or his legal representative.

DEMATERIALIZATION OF SHARES:-

10.1 The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.

10.2 The Company shall be entitled to de-materialize securities and to offer securities in a dematerialized form pursuant to the Depositories Act, 1996.

10.3 Every holder of or subscriber to securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any securities in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the

required certificates for the securities. If a person opts to hold his securities with the Depositor)', the Company shall intimate such Depository the details of allotment of the securities, and on receipt of the information, the Depositor)' shall enter in its record the name of the allottee as the beneficial owner of the securities.

a. All securities held by a Depository shall be dematerialized and be in fungible form.

b. Notwithstanding anything to the contrary contained in the Companies Act or these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of securities of the Company on behalf of the beneficial owner.

c. Save as required by Applicable Law, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

d. Every Person holding securities of the Company and whose name is entered as the beneficial owner of securities in the record of the Depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a Depository and shall be deemed to be a Member of the Company.

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

f. Nothing contained in Section 108 of the Companies Act or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a Depository.

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

h. Nothing contained in the Companies Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a Depository.

i. The register of Members and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be the register and index of Members and security holders for the purposes of these Articles.

JOINT HOLDERS:-

11 The Company shall be entitled to decline to register more than three persons as the joint holders of any shares.

ALL CALLS TO BE PAID:-

12 No shareholder shall be entitled to receive any dividend or exercise any privilege as a shareholder until he shall have paid all calls for the time being, due and payable on every share held by him, whether alone or jointly with any person, together with interest and expenses, if any.

COMPANY'S LIEN ON SHARES / DEBENTURES:-

13. Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed, the registration of a transfer of shares/debentures shall operate as a waiver of the company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.

LIMITATION OF TIME FOR ISSUE OF CERTIFICATES:-

14 Every member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within two months of the receipt of application of registration of transfer, transmission , sub-division, consolidation or renewal of any of its shares as the case may be. Every certificates of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that in respect of a 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 of shares to one of several joint holders shall be a sufficient delivery to all such holder.

ISSUE OF NEW CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED:-

15 If any certificate is defaced, mutilated or torn out or if there is no further space on the back ' thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate is lost or destroyed, then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new certificate in lieu thereof shall be given to the person entitled to such lost or destroyed Certificate. Every certificate under the

article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or torn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or Rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or Rules applicable thereof in this behalf.

The provision of this Article shall mutatis mutandis apply to debentures of the company.

DIRECTORS MAY REFUSE TO REGISTER TRANSFER:-

16 Subject to the provisions of Section 111A of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Member in or debentures of the Company. The Company shall within two month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

Nothing in Sections 108, 109 and 110 of the Act shall prejudice this power to refuse to register the transfer of or the transmission by operation of law of the right to any shares or interest of a member in, share or debentures of the Company.

INSTRUMENT OF TRANSFER:-

17. The instrument of transfer shall be in writing and all provisions of Section 108 of the Companies Act, 1956 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

NO FEE ON TRANSFER OR TRANSMISSION:-

18. No fee shall be charged for. Registration of transfers, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other documents.

SURRENDER OF SHARES:-

19. Directors may, subject to the provisions of the Act, accept surrender of any share from by member desirous of surrendering those on such terms as they think fit.

COMPANY NOT TO RECOGNISE TRUST:-

20. Except as required by law, no person shall be recognized 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 recognize (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 Articles 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.

POWERS TO BORROW:-

21. Subject of the provisions of Sections 58A, 292 and 293 of the Act and of these Articles, the Board of Directors may from time to time at its discretion by a resolution passed at a meeting of the Board accept deposits from members either in advance of calls or otherwise and generally accept deposits, raise loans or borrow or secure the payment of any sum or sums of money for the purpose of the Company from any source. PROVIDED HOWEVER where the moneys to be borrowed together with the money already borrowed including acceptance of deposits (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) the Board of Directors shall not borrow such moneys without the sanction of the Company in general meeting. No debt incurred by the Company in the excess of the limit imposed by this article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been so exceeded.

THE PAYMENT OR REPAYMENT OF MONEYS BORROWED:-

22. The payment or repayment of moneys borrowed as aforesaid may be secured in such J-manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at meeting of the Board (and not by Circular Resolution) by issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage, charge or other security on the undertaking or all or any part of the property of the Company (both present and future), including its uncalled capital for the time being, and the debentures and the debenture stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

TERMS OF ISSUE OF DEBENTURES:-

23. Any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and condition as to redemption, surrender, drawing allotment of shares, attending (but not voting) at general meetings, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in general meeting through a special resolution.

MORTGAGE OF UNCALLED CAPITAL:-

24. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the directors may, subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.

NUMBER OF DIRECTORS:-

25. (a) Until otherwise determined in a General Meeting of the Company and subject to the provisions of Section 252 and other relevant provisions of the Act, the number of Directors shall not be less than three and not more than twelve including Government Director, if any, two thirds of whom shall be liable to retire by rotation.

PROVIDED that so long as the Company remains a wholly Government owned Company, the Government of Gujarat shall have the right to appoint/nominate, or retire the director(s)/Board of the company at any time and from time to time.

(b) The following persons shall be the first Directors of the Company

Sr. No	Name of Officer	Designation In the Government
1	Shri Rajesh Kishore	Principal Secretary, Medical Services and Medial Education, Health & Family Welfare Department
2	Shri P.K.Taneja	Commissioner Health, Medical Services, Medial Education & Research & Principal Secretary, Public Health & Family Welfare, Health & Family Welfare Department
3	Shri M.M.Shrivastava	Additional Chief Secretary, Finance Department
4	Shri Maheshwar Sahu	Principal Secretary, Industries and Mines Department.
5	Smt. Anish Mankad	Mission Director, National Rural Heath Mission
6	Shri Hareet Shukla	Joint Secretary, CMSO, Health and FW Department
7	Shri S.C.Pant	Director, CMSO

CHAIRMAN:-

26. So long as the Government of Gujarat and/or its nominees are holding not less than 26 percent of shares in the equity share capital of the company either directly or indirectly, the Chairman of the Board of Directors shall be nominated by the Government of Gujarat from time to time.

GOVERNMENT DIRECTORS:-

27. Subject to the provisions of the Act and Article 25 of Articles of Association so long as Government of Gujarat and/or its nominee are holding not less than 26% share in the equity share capital of the Company, either directly or indirectly, the Government of Gujarat shall be entitled to nominate and appoint upto one-third of the Directors (who are herein, referred to as "Government Directors") on the Board of Directors of the Company, who shall be permanent Directors. Each such Director shall not be liable to retire by rotation or be removed by the Company and shall hold office until he is either removed from the office or another is nominated and appointed in his place by the Govt, of Gujarat, or until he vacated the office by resignation or otherwise. The remaining Directors shall be appointed as per the provisions of the Act and these Articles.

LIMIT ON NUMBER OF NON-ROTATIONAL DIRECTORS:-

28. The provisions of Article 25 & 27 are subject to the provisions of Section 255 of the Act and the number of such Directors appointed under Articles 27 excluding the Directors appointed by financial institutions for which special provisions have been made in the respective laws relating to such institutions shall not exceed in the aggregate one third of the total number of Directors for the time being in office. The remaining Directors shall be appointed by the Company in General Meeting. The provisions of this article shall not apply so long as the Company is wholly owned Government Company.

APPOINTMENT OF ALTERNATE DIRECTOR:-

29. The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during absence of the original Director from the State of Gujarat for a period of not less than 3 months. Every such Alternate Director shall subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Directors and to attend and vote as a Director and be counted for the purpose of a quorum and generally at such meeting to have and exercise all the powers and duties and authorities of the original Director. The Alternate Director appointed under this article shall vacate office as and when the original Director returns to the State of Gujarat. If the term of office of the original Director is determined before he returns to the State of Gujarat, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

ADDITIONAL DIRECTOR:-

30. Subject to the provisions of section 260 of the Act, the Directors shall also have power at any time and from time to time to appoint any person to be a Director as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed. Any person so appointed as an addition to the Board shall hold the office only up to the date of the next annual general meeting but shall be eligible for election at such meeting.

DIRECTOR MAY FILL VACANCIES:-

31. The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold the 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 as aforesaid.

SHARE QUALIFICATION OF DIRECTORS:-

32. A Director shall not be required to hold any qualification shares.

SITTING FEES / REMUNERATION TO DIRECTORS:-

33. The Company shall pay sitting fees to Directors for attending the meeting of Board of Directors or Committee of Directors, as may be decided by the Board from time to time, not exceeding the limits specified under the Companies Act, 1956. The remuneration of Directors for his services shall be such sum as may be fixed by the Board of Directors. The Directors subject to the sanction of the Central Government (if any required) may be paid such further remuneration as the Company in General Meeting shall from time to time determine and such further remuneration shall be divided among the Directors in such proportion and manner as the Board may from time to time determine, and in default of such determination shall be divided among the Directors equally. Provided that if a Member of Parliament or a Member of Legislative Assembly is a Director, he shall not be entitled to any such remuneration or further remuneration.

EXTRA REMUNERATION TO DIRECTORS FOR SPECIAL SERVICES:-

34. If any Director be called upon to perform extra services (which expression shall include work done by a Director as a member of any Committee formed by the Directors or in relation to signing share certificates) or to make special exertion in going or residing out of his usual place of residence or otherwise for any of the purpose of the Company, the Company shall remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Board, and such remuneration may be either in addition to or in substitution for his share in the remuneration above provided. Provided that if a Member of Parliament or a Member of Legislative Assembly is a Director, he shall not be entitled to any such remuneration.

TRAVELING EXPENSES INCURRED BY DIRECTORS ON COMPANY'S BUSINESS:-

35. The Board of Directors may subject to the limitations provided by the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair compensation for traveling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified. Provided that such payments payable to a Director who is a Member of Parliament or a Member of Legislative Assembly shall not be higher than the amount of traveling allowance, daily allowance and any other compensatory allowance, if any, payable to him as such a Member of Parliament or as a Member of Legislative Assembly as the case may be.

DIRECTORS MAY ACT NOTWITHSTANDING VACANCY:-

36. The continuing Directors may act notwithstanding any vacancy in their body, but if and j as long as their number is not reduced below the quorum fixed by the Act or by these Articles for a meeting of the Board of Directors. The continuing Director(s) may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a general meeting of the Company, but for no other purpose.

RESIGNATION OF DIRECTORS:-

37. A Director may at any time give a notice in writing of his wish to resign by delivering such notice to the Secretary or leaving the same at the registered office of the Company; and there upon his office shall be vacated.

DIRECTORS MAY CONTRACT WITH COMPANY:-

38. Subject to compliance with the provisions of Sections 297, 299, 300 and 314 of the Act and save as therein provided no Director shall be disqualified by his office from holding any office or place of profit under the Company or under any Company in which this Company shall be a shareholder or otherwise interested, or from contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract or any arrangement entered into by or on behalf of the Company in which any Director shall be in anyway interested be avoided, nor shall any Director be liable to account to the Company for profit arising from any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established.

POWERS OF DIRECTORS:-

39. The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as are not by the Act, or any other Act or by the Memorandum or by the Articles of Company required to be exercised by the Company in general meeting, subject nevertheless to these Articles and to the provisions of the Act, or any other Act and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Company in general meeting but no regulations made by

the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

POWERS OF BOARD WHICH ARE EXERCISABLE ONLY AT A MEETING:-

40. Under Section 292 the following powers of the company should be exercised not by a resolution by circulation but at a meeting of the directors:

- a) To make calls on shares,
- b) To authorize the buyback referred to in first proviso to Clause (b) of sub-section 2 of Section 77A
- c) To issue debentures,
- d) To borrow money otherwise than on debentures,
- e) To invest the funds of the company, and
- f) To make loans.

CERTAIN POWERS OF THE BOARD:-

41. Without prejudice to the general powers conferred by the last preceding article and so as not in any way to limit or restrict those powers and without prejudice to the last preceding article it is hereby declared that the Directors shall have the following powers that is to say, power:

41.1 To pay the costs, charges and expenses preliminary and incidental to the formulation, promotion, establishment and registration of the Company;

41.2 To pay and charge to the capital account of the Company any commission or interest, lawfully-payable under the provisions of Sections 76 and 208 of the Act;

41.3 Subject to Sections 292 and 297 for the Act, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition accept such title as the Directors may believe or may be advised to be reasonably satisfactory; at their discretion and subject to the provisions of the Act, to pay for any property, rights or privileges by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as 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 part of the property of the Company or its uncalled capital or not so charged.

41.4 To secure the fulfillment of any contracts or engagements entered into by the Company by Mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit;

41.5 To accept from any member, so far as may be permissible by law, surrender of his shares or any part thereof, on such terms and conditions as may be agreed;

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

41.7 To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its officer, or otherwise concerning the affairs of the Company and also to compound and/or allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company and to refer any difference to arbitration either according to Indian Law or according to foreign Law and either in India or abroad and observe and perform or challenge any award made therein;

41.8 To act on behalf of the Company in all matters relating to bankrupts and insolvents.

41.9 To make and give receipts, release and other discharge for moneys payable to the Company and for the claims and demands of the Company subject to the provisions of Sections 292, 293(1), 295, 372A of the Act to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such security (not being the shares of this Company) or without security and in such manner as they may think fit, and from time to time to vary or realize such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name;

41.10 To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company, such mortgage of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;

41.11 To determine from time to time who shall be entitled to sign, on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividends, warrants, release, contracts and documents and to give the necessary authority for such purpose;

41.12 To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to any officer or other person employed by the Company a commission on the profits of any particular business or transaction, and to charge such bonus or commission as part of working expenses of the Company.

41.13 To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and wives, widows, families and dependents of such persons, by establishing and maintaining building or contributing to the building of house dwellings or chaws or by grants of money, pensions, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of recreation, hospitals and

dispensaries, medical and other attendance and other assistance as the Board shall think fit, and subject to the provisions of the Section 293(1)(e) of the Act to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reasons of locality of operation or of public and general utility or otherwise;

before recommending any dividend, subject to the provisions of Section 205 of the Act to set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation fund, or insurance fund, or as a reserve fund or sinking fund or any special fund to meet contingencies or to repay debentures or debenture stock or for special dividends or for equalizing dividends or for repairing improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purposes referred to in the preceding clauses) as the Board may, in their absolute discretion think conducive to the interest of the Company, and subject to Section 292 of the Act, to invest several sums so set aside or so much thereof as required to be invested, upon such investments (other than share of this Company) as they may think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manners and for such purposes as the Board in their absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof may be matters to or upon which the capital moneys of the Company rightly be applied or expended, and to divide the reserve fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a reserve fund or division of a Reserve Fund to another Reserve Fund and/or division of a reserve fund and with full power to employ the assets constituting all or any of the above funds including the depreciation fund, in the business of the Company or in the purchase or repayment of debentures or debenture stock and that without being bound to keep the same separate from the other assets. If the assets constituting any of the above funds are employed in the business of the Company, the Directors may pay or allow to the credit of such funds interest at such rate as the Board may think proper.

41.14 To appoint, and at their discretion remove or suspend such general manager, managers, Secretaries, assistants, supervisors, scientists, technicians engineers, consultants, legal, medical or economic advisers, research workers laborers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and to fix their salaries, or emoluments or remuneration, and to require security in such instances and to such amounts as they may think fit, and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit, and the provision contained in the next following sub-clauses shall be without prejudice to the general powers conferred by this sub-clause.

41.15 To comply with the requirement of any local law which in their opinion shall in the interest of the Company to comply with; from time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or

elsewhere and to appoint any person to be members of such local Boards, and to fix their remuneration;

subject to Section 292 of the Act, from time to time and at any time to delegate to any persons so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make calls or to make loans or borrow moneys or issue debentures, and to authorize the member for the time being of any such Local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies and such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed and may annul or vary any such delegation;

at any time and from time to time by Power of Attorney under the seal of the Company, to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and subject to such conditions as the Board may from time to time think fit, and any such appointments may (if the board thinks fit) be made in favour of the members or any of the members of any local board established as aforesaid or in favour of any Company, or the shareholders. Directors, nominees or managers, of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them;

subject to Sections 294, 294A, 297 & 300 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;

41.16 To have official Seal for use abroad from time to time to make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants.

DIRECTORS MAY BE DIRECTOR OF COMPANIES PROMOTED BY THE COMPANY:-

42. A Director may be or become a Director of any Company promoted by the Company in which it may, be interested as a Vendor, share-holder, or otherwise and no such Director shall be accountable for any benefits received as director or shareholder of such Company except in so far as Section 309 (6) or Section 314 of the Act may be applicable.

ROTATION OF DIRECTORS:-

43. Subject to the provisions of Section 256 of the Act and Articles 25 and 29 at every Annual General Meeting of the Company, not less than one third of such of the Directors for the time being as are liable to Retire by rotation or if their number is not three or multiple of three the number nearest to one third shall retire from the office. The Government Directors and

Managing Directors, or whole time Directors, if any, shall not be subject to retirement under this article and shall not be taken into account in determining the number of directors to retire by rotation.

RIGHT OF STATE GOVERNMENT TO APPOINT ETC. THE DIRECTORS:-

44. Notwithstanding anything contained in Articles of the company, the Government of Gujarat shall have the right to appoint, nominate, remove or retire any Directors on Board of the Company at any time and from time to time so long as the entire share capital of the Company is held by State Government.

ASCERTAINMENT OF DIRECTORS RETIRING BY ROTATION AND FILLING OF VACANCIES:-

45. The Directors to retire by rotation under Article 25 & 28 at every annual general meeting shall be those who have been longest in office since their last appointment but as between those who become directors on the same day those who are to retire shall in default of and subject to any agreement amongst themselves, be determined by lot.

ELIGIBILITY FOR RE-ELECTION:-

46. A retiring Director shall be eligible for re-election

DISCLOSURE BY DIRECTOR OF APPOINTMENT TO ANY OTHER BODY CORPORATE:-

47. Every Director (including a person deemed to be a Director of the Company by virtue of the Explanation to Sub-section (I) of Section 303 of the Act) Managing Director, Manager or Secretary of the Company who is Managing Director, Manager or secretary of any other body corporate shall within twenty days, of his appointment to such office or as the case may be relinquishment of such office, disclose to the Company the particulars relating to the office in the other body corporate which are required to be specified under sub section (1) of Section 303 of the Act.

DISCLOSURE BY DIRECTORS OF THEIR HOLDINGS OF SHARES AND DEBENTURES OF THE COMPANY:-

48. Every Director and every person deemed to be Director of the Company by virtue of sub-section (10) of Section 307 of the Act shall give notice to the Company of such matters relating to him as may be necessary for the purpose of enabling the Company to comply with the provisions of that section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the first meeting of the Board next after it is given.

MANAGING DIRECTOR:-

APPOINTMENT OF MANAGING DIRECTOR:-

49. Subject to the provisions of Section 269 and other related provisions of the Companies Act 1956, the Managing Director shall be appointed by the Government and he shall be one of the Directors to be nominated by the Government.

RETIREMENT OF MANAGING/WHOLE TIME DIRECTOR(S):-

50. Subject to the provisions of the Act and these Articles, the Managing Director or the whole time Director shall not while he continues to hold that office be subject to retirement by rotation under Article 36 but he shall subject to the provisions of any contract between him and the Company, be subject to the same provisions pertaining to resignation and removal of Directors as applicable to the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director or whole time Director if he ceases to hold the office of Director due to any cause. Provided that if at any time the number of Directors (including Managing Director or whole time Director) as are not subject to retirement by rotation shall exceed 1/3 of the total number of the Directors for the time being then such of the Managing Directors or whole time Directors or two or more of them as the Directors may from time to time determine shall be liable to retirement by rotation in accordance with Article 36 to the extent that the number of Directors not liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being.

REMUNERATION ETC. OF MANAGING DIRECTOR/CHAIRMAN:-

51. The term and remuneration of the Managing Director shall from time to time be determined by Government. Provided that the term and remuneration fixed by Government shall constitute and be binding as a contract between him and the Company.

POWERS AND DUTIES OF MANAGING AND/OR WHOLE TIME DIRECTORS:-

52. Subject to the superintendence, control and direction of the Board the day to day management of the Company shall be in the hands of the Managing Director(s) and/or whole time Director(s) if any, with Power to the Board to distribute such day to day management functions among such Director(s) in any manner as deemed fit by the Board and subject to the provisions of the Act and these Articles, the Board may by resolution vest any such Managing Director or Managing Directors or Whole lime Director or Whole Time Directors such of the power vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine and they may subject to the provisions of the Act and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

RIGHT OF GOVERNMENT OF GUJARAT:-

53. Notwithstanding anything contained in any of these Articles, the Government of Gujarat, may from time to time, issue such directions or instructions as it may consider necessary in regard to the finance and business affairs of the Company, and in like manner may vary and annul any such directions or instructions. The Company and its Directors shall duly comply with and give immediate effect to the directions or instructions so issued.

MEETINGS:-

NO QUORUM - ADJOURNMENT OF MEETING:

54. If within thirty minutes from the time appointed for the meeting, the quorum required is not present, the meeting, if convened upon a requisition of shareholders, shall stand dissolved and in any other case, it shall stand adjourned to the same time and place on the same day in the next week or to such other day and at such other time and place as the Board may determine. If, at such adjourned meeting, no such quorum be present within thirty minutes of the time appointed for the meeting, the shareholders present shall constitute the quorum and may transact the business for which the meeting was called.

WHO MAY BE PRESENT AT MEETINGS:-

55. Shareholders, Directors, auditors of the Company and the Secretary shall be entitled, and any other person may, with the permission of the Chairman and/ or Managing Director, be allowed to be present at a general meeting of the Company. A shareholder before taking his seat shall sign his name in the book provided for the purpose.

DECISION OF MAJORITY:-

56. Every question submitted to a general meeting shall be decided by a majority of the votes cast at the meeting (whether by a show of hands or on a poll, as the case may be) unless specified majority is required by any law or under these Articles, provided that if a fraction appears, when determining the specified majority, it shall be omitted.

DIRECTORS TO SIGN NAMES:-

57. Every Director present at any meeting of the Board or of a Committee thereof shall sign his name in a book kept for that purpose

BOARD MEETINGS:-

CONSEQUENCE OF ABSENCE OF QUORUM:-

58. If a meeting of the Board ("First Meeting") cannot be held for the want of quorum then a fresh meeting ("Following Meeting") of the Board shall be called in the manner mentioned in these Articles. PROVIDED THAT, notwithstanding the other provisions of these Articles, such

Following Meeting of the Board may be called within 48 hours of the First Meeting. If the Following Meeting is called with less than seven days' notice of the meeting, then no matter which was not on the agenda of the First Meeting, shall be considered or discussed at the Following Meeting.

ORDINARY MEETINGS:-

59. The Board may meet at least once in every three calendar months.

URGENT AND EMERGENCY MEETINGS:-

60. In case of urgency, an urgent meeting may be called within one hour's notice. In case of an urgent or emergency meeting, the notice shall state the nature of the urgency or the emergency and the business to be transacted at the meeting and no other business shall be transacted at such meeting.

BUSINESS WHEN NOT TO BE STATE:-

61. Notwithstanding anything contained in these Articles, when the Chairman or the Managing Director is of the opinion that the matter is confidential or of a nature not advisable to disclose, he may direct that the notice calling such a meeting, shall not state the business and/ or the urgency or emergency of the meeting.

QUORUM:-

62. Unless otherwise specially provided, the quorum of the Board shall be two Directors or one-third of the total strength (which shall, for the purposes of these Articles, be determined in the manner mentioned in Article 47J of these Articles) of the Board, whichever is higher, present and attending the meeting of the Board. If a fraction appears when determining the quorum, such fraction shall round off as one.

INTERESTED DIRECTOR NOT TO BE INCLUDED IN QUORUM:-

63. An interested Director shall not be included while counting the quorum prescribed under these Articles for dealing with the question in which the Director is interested. Further, any such interested Director shall not be included while determining the total strength of the Board in connection with dealing with the question in which the Director is interested.

RESOLUTION BY CIRCULAR:-

64. A resolution in writing passed by circulation approved by a majority of the total strength of the Board without meeting of the Board or Committee of the Board thereof shall be as valid and effective as if it had been passed at a meeting of the Board or committee thereof duly called.

PROCEEDINGS:-

65. The Board shall, unless otherwise provided, regulate and determine the manner and form in which its proceedings shall be conducted. Except as otherwise specifically provided in these Articles, it may, with the consent of the chairman of the meeting, consider and take action upon any matter at any ordinary or urgent or Emergency meeting even though such matter has not been referred to in the notice of such meeting.

MINUTES:-

66. Minutes of the proceedings of the Board shall be maintained by the Secretary under the authority of the Managing Director and such minutes shall be approved and signed by the Chairman of the same or next meeting.

PROCEEDINGS OF THE COMMITTEE:-

67. The meetings and proceedings of any Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board in relation to such Committee.

SECRETARY:-

68. The Directors may from time to time appoint and at their discretion remove any individual, possessing the qualifications prescribed under the Act (hereinafter called 'the Secretary') to perform any functions, which by the Act are to be performed by the Secretary and any other ministerial or administrative duties, which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some person (who need not be the Secretary) to keep the registers required to be kept by the Company.

THE SEAL. ITS CUSTODY AND USE:-

69. The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Board shall provide for the safe custody, of the Seal for the time being, under such regulations as the Board may prescribe.

The Seal shall not be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and in the presence of at least one Director of the Company and the Secretary of the Company or such other person as the Board may appoint in that behalf who both shall sign every instrument to which the seal is affixed. PROVIDED THAT the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Issue of share Certificates) Rules, 1960, and their statutory modifications for the time being in force.

DIVIDEND TO BE PAID WITHIN THIRTY DAYS:-

70 (A) (1) The Company shall pay the dividend or send the warrant in respect thereof to the shareholder entitled to the payment of dividend, within thirty days from the date of the declaration unless:

- (i) Where the dividend could not be paid by reason of the operation of any law;
- (ii) Where a shareholder has given directions regarding the payment of the dividend and those directions cannot be complied with;
- (iii) Where there is a dispute regarding the right to receive the dividend;
- (iv) Where the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder, or
- (v) Where for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.

70 (B) Unpaid or Unclaimed Dividends - Where the Company has declared a dividend which has not been paid or claimed within 30 days from the date of the declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days to a special account to be opened by the Company in that behalf in any Scheduled Bank.

Any money transferred to the unpaid dividend account of the Company in pursuance of Sub-Clause (2) (a) hereof which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund of the Central Government created pursuant to section 205C of the Companies Act, 1956.

No unclaimed or unpaid dividend shall be forfeited by the Board.

NO INTEREST ON DIVIDENDS:-

71. No unpaid dividend shall bear interest as against the Company.

DIVIDEND AND CALL TOGETHER:-

72. Any general meeting declaring a dividend may, on the recommendations of the Directors, make a call on the members of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and members, be set off against the calls.

INTERIM DIVIDEND:-

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

STATE GOVERNMENT TO DIRECT AUDIT BY THE COMPTROLLER AND AUDITOR GENERAL OF INDIA OR ITS NOMINEE:-

74. (1) So long as the Company is a Government Company within the meaning of Section 617 of the Act the Comptroller and Auditor General shall have powers -

74.1 To direct the manner in which the Company's accounts shall be audited by the auditor or auditors appointed in pursuance of Articles hereof and to give such auditor or auditors instruction in regard to any matter relating to the performance of his/their functions as such;

74.2 To conduct a supplementary or test audit of the Company's accounts by such person or persons as he may authorize in this behalf and for the purposes of such audit to have access, at all reasonable time, to all accounts, Accounts Books, Vouchers, Documents and other papers of the Company and to require information or additional information to be furnished to any person or persons so authorized, on such matters by such persons and in such form as the Comptroller and Auditor General may, by general or special order, direct.

74.3 The Auditor or Auditors aforesaid shall submit a copy of his/their audit report to the comptroller and Auditor General of India who shall have the right to comment upon or supplement the audit report in such manner as he may think fit. Any such comments upon or supplement to the audit report shall be placed before the Annual General Meeting of the Company at the same time and in the same manner as the audit report.

WINDING UP:-

DISTRIBUTION OF ASSETS:-

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

DISTRIBUTION IN SPECIFIC OR KIND:-

76. If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a special resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of

the Company in Trustees upon such trusts for the benefit of the contributories or any of them, as the Liquidator, with such sanction, shall think fit.

If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined upon, any contributory who would be prejudiced thereby shall have right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to Section 494 of the Act.

In case any shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall if practicable act accordingly.

RIGHT OF SHAREHOLDERS IN CASE OF SALE:-

77. A special resolution sanctioning a sale to any other Company duly passed pursuant to Section 494 of the Act may subject to the provisions of the Act in like manner as aforesaid determine that any shares or other consideration receivable by the Liquidator be distributed amongst the members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the members subject to the rights of dissent and consequential rights conferred by the said section.

DIRECTORS' AND OTHERS' RIGHTS TO INDEMNITY:-

78. Subject to provisions of Section 201 of the Act, every Director, or Officer or Servant of the Company or any person (whether an officer of the Company or not) employed by the Company as auditor shall be indemnified by the Company and it shall be the duty of the Directors, out of the funds of the Company, to pay all costs charges, losses and damages which any such person may incur or become liable to by reason of any contract entered into or act or thing done, concurred in, committed to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act, neglect or default) including expenses and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director. Officer or Auditor or other officer of the Company in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 633 of the Act in which relief is granted to him by the Court.

DIRECTOR/OFFICER NOT RESPONSIBLE FOR ACTS OF OTHERS.-

79. Subject in the provisions of Section 201 of the Act, no Director, Auditor or other 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 for conformity or for any loss or expenses

happening to the Company through insufficiency or deficiency of title to any property acquired by order of Directors for or on behalf of the Company or for insufficiency or deficiency of any security in or on upon which any of the moneys of the Company shall be invested or for any loss or damages arising from insolvency or tortious act of any person, firm or company to or with whom any moneys, securities or effects shall be entrusted or deposited or any loss occasioned by any error of judgment, omission, default or oversight on his part or for any other loss, damage, or misfortune whatsoever which shall happen in relation to the execution of the duties of the office or in relation thereto unless the same shall happen through his own dishonesty.

SECURITY CLAUSE:-

80. 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 to do so 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 presents contained.


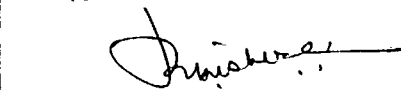
NO MEMBER TO ENTER THE PREMISES OF THE COMPANY WITHOUT PERMISSION:-

81. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Directors or Managing Director or to require discovery of any information respecting any detail of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Director, it would be inexpedient in the interest of the Company to disclose.

EXEMPTION FROM PROVISIONS OF THE COMPANIES ACT:-

82. Notwithstanding anything contained in the foregoing Articles, the Company will be entitled to avail of so long as it is a Government Company and/ or wholly Government owned Company all the exemptions granted or declared by the Central Government from various provisions of the Act from time to time.

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

Sr. No.	Names, addresses, descriptions, occupation and signature of subscribers	Number of Equity shares taken by each subscriber	Signature, name, address, occupation of the witness description
1	<p>M. M. Prasad s/o Jyoti Lal Address: K-503, Sector 20 Gandhinagar, Gujarat 382022 Govt Service.</p>  (P. Govt. of Gujarat)	<p>1 (One)</p>	<p>Common witness for subscriber no 1 & 2 who have signed before me for and on behalf of Government of Gujarat as a subscriber</p> <p><u>Arvind Gaudane</u> s/o Damodar Gaudane 307 Ashved Pravas, Corporate Road, Nr. Park Road, Gandhinagar, Satellite, Ahmedabad - 380015 occ. Practising Company Secretary CPM 2183</p>
2	<p>RAJESH KISHORE s/o Late Shri L. A. K. Prasad 13, Judge Bungalow, Bodakdev, Ahmedabad - 380015 Govt. Service</p>  (Govt of Gujarat)	<p>1 (One)</p>	<p>Common witness for subscriber no 1 & 2 who have signed before me for and on behalf of Government of Gujarat as a subscriber</p> <p><u>Arvind Gaudane</u> s/o Damodar Gaudane 307 Ashved Pravas, Corporate Road, Nr. Park Road, Gandhinagar, Satellite, Ahmedabad - 380015 occ. Practising Company Secretary CPM 2183</p>

3 Shri Pk. Taneja
To
Shri Ram Lalji Taneja

Address:

Flat No-502
Samarpan Tower
Gulbai Tekra
Ahmedabad

Occupation

Govt. Service



(For Govt. of Gujarat)

One
(1)

4 Harset Shukla
To Shri Krishnakant
Shukla

Address - B-2 Samarpan
Flats, Gulbai Tekra
Ahmedabad

Occupation

Govt. Service



(For Govt. of Gujarat)

One
(1)

Common witness for subscriber No 243 who have signed before me
for and on behalf of Government of Gujarat, as subscribers


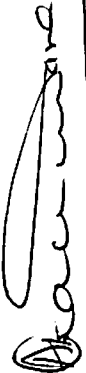
Shri Arvind Gaudani Arvind Gaudani To Damodar Gaudani Garden

307 Ashirva Paras, Corporate Road, Nr. Pahlad Nagar Garden
Satellite, Ahmedabad - 380015

Pahlad Nagar.

occ Practising Company Secretary

CP No 2183

5	<p>S.C. Pant S/O Govind Ballabh Pant K-207, Sect.-19 Gandhinagar 382019</p> <p>GOVERNMENT Service</p> <p> (FOR GOVT. OF GUJARAT)</p>	<p>49,994 (Forty Nine Thousand Nine Hundred Ninety Four only)</p>	<p>Common witness for subscriber No 5 & 6 who have signed before for and on behalf of Government of Gujarat as subscriber</p> <p> Arvind Gaudane S/O Damodar Gaudane 307 Ashirvad Paras, Corporate Road, Nr Pahlad Nagar Gandan Satellite, Ahmedabad - 380015 Pahlad Nagar. occ Practising Company Secretary CP No 2187</p>
6	<p>A. M. Munkad S/O M. V. Munkad KH-35, Sector-9 Gandhinagar 382009 Govt. Service A.M. Munkad (FOR GOVT. OF GUJARAT)</p>	<p>One (1)</p>	

7	<p>M. Sahu S/o Late B. C. Sahu Address :- k510 Sector 20, Gandhinagar Gujarat, 382020 Govt. Service</p> <p><i>(Signature)</i> (Govt. Servant)</p>	<p>1 (One)</p>	<p>Common witness for subscriber No F who has signed before me for and on behalf of Government of Gujarat as subscriber <u>Arvind Gaudane</u> Arvind Gaudane s/o Damodar Gaudane 307 Ashirved Paras, Corporate Road, Nr. Prahlad Nagar Garden Prahlad Nagar, Satellite, Ahmedabad - 380015 occ: Practising Company Secretary CP No 2183</p>
	<p>Total</p>	<p>50,000</p>	

Place: Gandhinagar Dated 31st July 2012