

INCORPORATED
UNDER THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
INDIGENOUS DEFENCE ENTREPRENEURS ASSOCIATION
(Incorporated Under Section 8 of the Companies Act, 2013)

1. Table “H” to apply to the Company: Regulations contained in Table H to the First Schedule to the Companies Act, 2013, shall apply to this Company subject to the further additions specifically and explicitly provided herein. In the event of any inconsistency between these Articles and Table H, these Articles shall prevail.

In the Interpretation of these Articles the following words and expressions shall have the following meaning unless there is something in the subject or context in consistent therewith:

- i) "Act" means the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.
- ii) "Articles" mean and include the Articles of Association of this Company as may be in force from time to time.
- iii) "Board of Directors" or "Board" means Board of Directors of the Company.
- iv) "Bye-laws, Rules and Regulations" means and include the Bye-laws, Rules and Regulations of the Company from time to time in force.
- v) "Company" means the “INDIGENOUS DEFENCE ENTREPRENEURS ASSOCIATION”
- vi) "Chairman” shall mean the chairman of the Board.
- vii) "Director" shall mean a member of the Board and shall include any additional director and/or alternate director of the Company.
- viii) "In Writing" shall include printed, lithographed, type written and visibly represented or reproduced by any other mode.
- ix) "Member" or "Members" means a member of the Company and includes the subscribers to the Memorandum of Association of the Company.
- xi) "Month" means a calendar month.

- xii) "Office" shall mean the registered office for the time being of the Company. "Year" means the calendar year and "Financial year" means the period in respect of which the income and expenditure account of the Company, laid before it at the annual general meeting is made up whether the period is of full twelve months or not.
- xiii) "Register of Members" shall mean the Register of members kept as required by Section 88 of the Companies Act 2013.
- xiv) "ROC" shall mean the Registrar of Companies, Hyderabad, Andhra Pradesh and Telangana.
- xv) "Seal" means the common seal of the Company.
- xvi) "Secretary" means the Secretary-General and/or the Executive Secretary and/or Honorary Secretary for the time being of the Company and shall include any individual appointed to perform the duties of the Secretary temporarily.
- xvii) "Vice Chairman" shall have the meaning ascribed to it under Article 39.
- xviii) (a) Words importing the singular number include plural and vice-versa.
(b) Words importing the masculine gender shall include the feminine gender also.
(c) Words importing persons include corporations and firms as well as individuals.
(d) Words or expression contained in the Articles (unless the context otherwise requires) shall bear the same meaning as given to them in the Act.
(e) Words and expressions which have a special meaning assigned to them in the Act shall have the same meaning in these Articles.

PRIVATE COMPANY

- 2. The Company is a Private Company and having a minimum paid up capital of one lakh rupees or such higher paid up capital as may be prescribed and which by its Articles:-
 - (a) The number of Members of the Company (exclusive of (i) persons who are in the employment of the Company and (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 employment ceased) shall be limited to two hundred only.
 - (b) No invitation shall be issued to the Public to subscribe for any debentures of the Company.
 - (c) Any invitation or acceptance of deposits from persons other than its Members, directors or their relatives is hereby prohibited.

MEMBERSHIP

Number of Members

3.
 - (a) The number of Members with which the Company proposes to be registered is Three, but the Board may, from time to time, whenever the Company or the activities of the Company requires it, register an increase in the number of Members, not exceeding two hundred in which at any time the founder members shall not exceed thirty members(30). The subscribers to the memorandum shall be first Members of the Company.
 - (b) The subscribers to the memorandum of association and such other persons as the Board or the general body shall in accordance with the provisions of these Articles admit to membership shall be members of the Company provided that such persons are eligible for membership in terms of these Articles.
 - (c) There shall be two classes of Members:
 - (i) Founder Members
 - (ii) General Members

Eligibility of membership

4.
 - (a) The subscribers to the Memorandum of Association of the Company shall be required to pay entrance fee as may be prescribed by the Board of Directors.
 - (b) The acceptance for the Founder membership shall be at the discretion of the founder directors from time to time.

Members

- (c) Unless otherwise excluded members includes Founder members, any individual, association or a Company or a body corporate shall be eligible to become a Member of the Company shall be required to pay such entrance fee as prescribed by the Board.

Application for admission of Members

5. (a) An individual or a partnership firm or a company or a body corporate desirous of becoming a Member shall make an application to the Company in the form prescribed by the Board of Directors expressing the intention to become a Member accompanied by a remittance towards the entrance fee as fixed by the Board. The application so made shall contain an endorsement that the Member is proposed and seconded by another Member, and shall bear the signatures of the proposer and the seconder. On receipt of such application and entrance fee, the application shall be placed before the Board at its meeting, or by circulation and if approved, the said applicant shall be informed accordingly and shall be enrolled as a Member In case the membership is refused by the Board, the entrance fee shall be refunded to the said applicant.

Consequence of misstatement in application form

- (b) The decision of the Board, on any question, which may arise as to the eligibility or otherwise of an applicant for admission as Member of the Company shall be final and they shall not be bound to assign any reason for their decision.

Cessation of membership

- 6. A Member shall cease to be a Member:
 - i) If by a letter addressed to the Company the Member voluntarily resigns membership;
 - ii) If he is adjudged insolvent; provided however that the Board shall be entitled to reinstate such a Member as a Member of the Company on his producing satisfactory proof that the adjudication order was annulled as he ought not to have been adjudged an insolvent, and/or has paid his debts in full;
 - iii) If he is convicted by a Court of any offence involving misconduct or moral turpitude;
 - iv) If a Member being a body corporate, a resolution is passed for its winding up and an order for winding up is made by a Court of competent jurisdiction.

Consequence of cessation of membership

- 7. Persons ceasing to be Members under Article 6 shall not be eligible to become Members at any time thereafter unless the Board shall otherwise determine.

Other Consequences

- 8. A person ceasing to be a Member by any of the provision of these Articles shall forfeit all his rights but he shall nevertheless remain liable for and shall pay to the Company all moneys which at the time of his ceasing to be a Member may be due to the Company.

Rights and privileges of Members

- 9. Subject to the provisions of the Act, the Board may from time to time make such rules as to the manner in which the Members may exercise their rights and privileges as Members of the Company.

Register of Members

- 10. A Register of Members shall be kept in which shall be set forth the name, address occupation and class of membership of every Member of the Company for the time being and in which all changes in membership from time to time taking place, shall be recorded. An index of the names of the Members shall be kept unless the Register of Members is in such form as to constitute an index.

COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

11. Copies of the Memorandum of Association and Articles of the Company and other documents referred to in Section 17 of the Act shall be sent by the Company to every Member at his request, within seven days of the request.

BORROWING POWERS AND MORTGAGE

Power to borrow

12. Subject to the provisions of Section 179 of the Companies Act, 2013 and of these Articles the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board raise or borrow or secure the payment of any sum or sums of money for the Company.

Mortgage

13. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such securities in all respects as the Board may think fit.

Register of Charges

14. The Board shall cause proper register of mortgages to be kept in accordance with the provisions of Section 85 of the Companies Act, 2013 of all mortgages and charges specifically affecting the property of the Company and shall cause the requirements of Sections 118, 77 and 79 to 87 (both inclusive) of the Act in that behalf to be duly complied with, so far as they fall to be complied with by the Company.

MEETING OF MEMBERS

Annual General Meeting

15. Subject to the provisions of Section 96 of the Act, the first annual general meeting of the Company shall be held within nine months from the date of closing of first financial year of the company, and in case of any other annual general meeting within six months, from the date of closing of the financial year, provided that not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the registrar under the provisions of Section 96 (1) of the Act to extend the time within which any annual general meeting may be held. Every annual general meeting shall be called for a time during business hours, that is, between 9a.m and 6p.m on a day that is not a national holiday and shall be held at the registered Office of the Company or at some other place within the city, town or village in which the registered office of the company is situated and the notice calling the meeting shall specify it as the annual general meeting. The Company may by a resolution passed in anyone annual general meeting fix the time for its subsequent annual general meeting. Every Member of the Company shall be entitled to attend in person or by proxy or through the duly authorized representative and the auditor of the Company shall have the right to attend and to be heard at any general meeting which he attends on any part of the business which concerns him as auditor at every annual general meeting of the Company there shall be laid on the table the Board's report and auditor's statement of accounts and the

auditor's report. The Board shall prepare the annual list of Members, income & expenditure account and balance sheet and forward the same to the registrar of companies in accordance with Sections 92 and 137 of the Act.

Extraordinary General Meeting

16. The Board may, whenever it thinks fit, call an extraordinary general meeting and it shall do so upon a requisition in writing by any Members having on the date of such requisition not less than one tenth of the total voting power of all the Members having at the date the right of voting in regard to the matter in respect of which the requisition has been made.

Requisition of Members to state objects of meeting

17. Any requisition so made by members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Registered Office, provided that such requisition may consist of several documents in like form, each signed by one or more requisitionists.

On receipt of requisition Board to call meeting and on default requisitionists may do so

18. Upon the receipt of any such requisition, the Board shall forthwith call an extraordinary general meeting, and if they do not proceed within twenty one- days from the date of the requisition being deposited at the office, to cause a meeting to be called on a day not later than 45 days from the date of deposit of the requisition, the requisitionists, or such of their number as represent not less than one tenth of the voting power and referred to in section 100 of the Act, may themselves call the meeting, but any meeting so called shall be held within three months, from the date of the delivery of the requisition as aforesaid.

Meeting called by requisitionists

19. Any meeting called under the foregoing Articles by the requisitionists shall be called in the same manner, as early as possible, as that in which meetings are to be called by the Board.

Omission to give notice not to invalidate a resolution passed

20. The accidental omission to give any such notice as aforesaid to any of the Members or the non receipt thereof shall not invalidate any resolution passed at any such meeting.

Notice of Business

21. No general meeting, annual or extraordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.

Notice to be signed

22. Every notice of an annual or extraordinary general meeting shall be signed by the Secretary, or by such other officer as the Board may appoint, except in case of a meeting convened by Members in accordance with these Articles, in which case the notice may be signed by the Members convening the same.

Quorum at General Meeting

23. Two Members present in person shall be a quorum for a general meeting

Business not to commence till quorum is present

24. No business shall be transacted at any general meeting unless the quorum requisite shall be present at the commencement of the meeting.

If quorum not present meeting to be dissolved or adjourned

25. If, after the expiration of fifteen minutes from the time appointed for holding a meeting of the Company, a quorum is not present, the meeting if convened by or upon the requisition of Members, shall stand dissolved, but in any other case the meeting shall stand adjourned to the same day in the next week or if that day is a national holiday until the next succeeding day which is not a national holiday, at the same time and place, or to such other day and at such other time and place as the Board may determine, and it at such adjourned meeting, quorum is not present, at the expiration of half an hour from time appointed for holding the meeting, the Members present shall constitute a quorum, and may transact the business for which the meeting was called.

Chairman of General Meeting

26. The Chairman shall be entitled to take the chair at every general meeting of the Company, whether annual or extraordinary. If there be no such Chairman or if at any meeting he is not present or if present is unwilling to take the chair then the Vice Chairman, if present and willing shall take the chair. In the absence of both the Chairman and the Vice Chairman, the Members of the Board present shall elect one of their numbers to act as the Chairman. If there be no Member of the Board willing to take the chair; the members present shall elect one of their numbers to be the Chairman.

Business confined to election of Chairman whilst the chair is vacant

27. No business shall be discussed at any general meeting except the election of a Chairman, whilst the chair is vacant.

Chairman with consent may adjourn meeting

28. The Chairman, with the consent of the meeting, may adjourn any meeting from time to time and from place to place in, but no business shall be transacted at any adjourned meeting other than the business left unfinished at meeting, from which the adjournment took place. It shall not be necessary to give any notice of the adjourned meeting unless the meeting is adjourned for more than ten days.

Questions at general meeting how decided

29. At any general meeting a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two Members having a right to vote on the resolution and present in person, or by proxy or by the Chairman of the meeting or by any Member or Members holding not less than one tenth of the

total voting power in respect of the resolution and, unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

Chairman's casting vote

30. Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall, both on a show of hands and at a poll (if any), have a casting vote in addition to the vote to which he is entitled as a Member.

Poll to be taken, if demanded

31. Subject to the provisions of Article 35, if a poll is demanded as aforesaid the same shall, subject to the provisions of these Articles, be taken at such time (not later than 48 hours from the time when the demand was made) and place as the Chairman shall decide and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Scrutinizers at poll

32. Where a poll is to be taken, the Chairman of the meeting shall appoint at least two scrutinizers to scrutinize the votes given on the poll and to report thereon to him. One of the scrutinizer so appointed shall always be a Member (not being an officer or employee of the Company) present at the meeting, provided such a Member is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause.

In what case poll taken without adjournment

33. Any poll duly demanded on the election of a chairman of a meeting or on any question of adjournment shall be taken at the meeting forthwith.

Demand for poll not to prevent transaction of other business.

34. The demand for a poll, except on the question of the election of the Chairman and of an adjournment, shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

MINUTES

Minutes of general meeting

- 35.(a) The Company shall cause minutes of all proceedings of every general meeting to be kept by making, within 30 days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.

- (b) Each page of every such book shall be initialed or signed and the -last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the meeting within the aforesaid period of 30 days or in the event of the death or inability of that Chairman within that period, by a member of the Board duly authorised by the Board for the purpose.
- (c) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (d) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (e) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (f) Nothing herein contained shall require or be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting (a) is, or could reasonably be regarded as, defamatory of any person, or (b) is irrelevant or immaterial to the proceedings, or (c) is detrimental to the interest of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.
- (g) Any such minutes shall be evidence of the proceedings recorded therein.
- (h) The book containing the minutes of proceedings of general meeting shall be kept at the Office of the Company and shall be open, during business hours, for such periods, not being less in the aggregate than two hours in each day as the Board may determine, to the inspection of any Member without charge.

Vote of Members

- 36.(a) Unless disqualified by any of the provision of these Articles or by the Act, a Member shall be entitled to vote at every general meeting on a show of hands, and upon a poll every such Member present in person and entitled to vote shall have one vote. Every Member shall have one vote.

Chairman of any meeting to be the judge of validity of any vote

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

Board of Directors

37. a. Unless otherwise determined by a general meeting, the number of the members of the Board shall not be less than 2 (two) and not more than 15 (Fifteen) or such number as may be stipulated by the Act for the time being in force.
- b. Provided the number of members of the Board of Directors can be increased by passing a special resolution at a general meeting.

c. The first Board shall comprise of 2 (Two) Directors known as founder directors as shown below:

(i) Mr. SRINIVASA RAO VUTUKUR

(ii) Mr. SRIKANTH KONDA

d. At any point of time the composition of the Board of Directors other than the founder directors shall not have:

i.) More than Five directors representing Civil Society Group

ii.) More than Two directors representing Domestic Large Industries Group

iii.) More than Two directors representing Industries under Medium Enterprise Sector Group

iv.) More than Two director representing Service Providers Group.

vi.) More than One director representing Innovators and R&D Labs Group.

vii.) More than One director representing Public Sector Entities Group.

The composition of the Board of Directors shall be reconstituted from the commencement of the Financial year 2017-18 with the members as mentioned above in article 37(d). The founder directors shall continue until unless they exit on their own and the other directors shall be from the founder members, for the first two terms, who shall be liable for rotation for each term.

Appointment of Chairman, Vice Chairman and Additional Directors

38. The Board shall from time to time appoint from among their members the Chairman and Vice-Chairman and determine the period for which each of them shall hold office. The Board shall have powers from time to time to appoint additional Directors on the Board from the respective group as mentioned above in article 37(d) above.

Director to be a Member of the Company

39. A person shall not be eligible to be a Director unless he is a Member of this Company or is one of the directors or employees of a body corporate, which is a Member of this Company.

Appointment of Directors to be voted on individually

40. At a general meeting a motion shall not be made for the appointment of two or more persons as Directors by a single resolution unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it. A resolution moved in contravention of this Article shall be void whether or not objection was taken at the time to its being so moved.

Casual Vacancy to be filled by the Board

41. Any casual vacancy occurring in the Board may subject to the provisions of Section 161 and 169(7) of the Act be filled by the Board but any person so appointed shall hold office only until

the date up to which the Director in whose place he is appointed would have held office if it had not been vacated.

Vacation of the office by a Director

42. A Director shall ipso facto cease to be a Director if he vacates office by reason of any of the provisions of Section 167 or is removed under the provisions of Section 169 of the Act.

Directors may enter into contracts

43. Subject to Section 174 of the Act, the quorum for a meeting of the Board shall be either one-third of its total strength or two directors, whichever is Higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum and provided further that where at any time the number of interested Directors exceeds or is equal to two thirds of the total strength of Board of Directors , the number of the remaining Directors, that is to say, the number of Directors, who are not interested present at the meeting and being not less than two shall be quorum during such time.

When meeting to be convened

44. The Secretary may at any time convene a meeting of the Board and shall do so on being so requested by any Director.

Questions at Board Meeting how decided

45. Questions arising in any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a second or a casting vote.

Chairman of the meeting of the Board

46. The Chairman shall be entitled to preside at every meeting of the Board. If at any meeting of the Board, the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Vice-Chairman if present, shall preside over the meeting. If at any meeting the Chairman and the Vice-Chairman be not present the Directors present may choose one of their numbers to be the Chairman of the meeting.

Board may appoint sub-committee

47. The Board may, subject to the provisions of the Act, delegate any of its powers to, or appoint for any special purposes, sub-committees consisting of such members of the Board as it think fit. Any sub-committee so formed shall conform to any regulations that may from time to-time be imposed upon it by the Board. The meetings and proceedings of any sub- committee shall be governed by the provisions herein contained 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.

Resolution by Circulation

48. Subject to compliance with Section 175 of the Act, a resolution in writing signed by all the Directors for the time being in India (except as provided in Section 179 of the Act) be, as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

Acts of Boards and sub-committee valid notwithstanding informal appointment

49. All acts done by any meeting of the Board, or by any sub-Committee appointed under Article 51 or by, any person acting as a Director, shall not withstanding that there was some defect in the appointment of any Director person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

Minutes of proceedings of meeting of the Board

50. (a) The Board shall cause minutes of all proceedings of every meeting of the Board and of every sub-Committee thereof to be kept by making within 30 days of the conclusion of every such meeting entries thereof in books kept for that purpose with their pages consecutively numbered.
- (b) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
- (c) In no case the minutes of a meeting shall be attached to any such books as aforesaid bypassing or otherwise.
- (d) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of meeting.
- (e) The minutes shall also contain:-
- (i) the names of the Directors present at the meeting; and
 - (ii) in the case of each resolution passed at the meeting, the names of the Directors, in any dissenting from, or not concurring, in the resolution.
- (f) Nothing contained in sub-clause (a) to (e) shall be deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the Meeting:
- (i) is, or could reasonably be regarded as, defamatory of any person;
 - (ii) is irrelevant or immaterial to the proceedings, or
 - (iii) is detrimental to the interests of the Company.

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

- (g) Minutes of meeting kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

REGISTERS

Register of Directors

51. The Board shall cause to be kept at the registered office of the Company a register of directors containing the particulars of the Directors and other persons as mentioned in Section 170 of the Act and shall otherwise comply with the provisions of the said section in all respects. .

Disclosure by Directors of his holdings of shares and debentures of the Company

52. Every Director shall disclose to the Company the particulars relating to his office in any other body corporate which are required to be specified under sub- section (1) of Section 189 of the Act.

POWERS OF BOARD

Powers of the Board

53. The Board may exercise all such powers of the Company and do all such acts and things which are required to be exercised by the Company in a general meeting as per the Act or any other legislation or by the memorandum of association or by these Articles, subject nevertheless to these Articles, to the provisions of the Act, or any other legislation and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in a general meeting. However, no regulation made by the Company in a general meeting shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.

Co-option of Board members

- (a) Subject to the provisions of Article 39, the Board shall have powers to appoint one or more Director as additional director provided that such co-opted Director shall hold office only up to the date of the next annual general meeting of the Company.

Alternate Directors

- (b) The Board shall be entitled to appoint any person as an alternate for any Director who is likely to be away from the State in which-the meetings of the Board are normally held. Such alternate Director shall vacate office if and when the Director for whom he acts as an alternate returns to the State in which meetings of the Board are normally held.

Other powers of the Board

54. Without prejudice to the general powers conferred by the last preceding Article and the other powers conferred by these presents, it is hereby expressly declared that the Board shall have the following powers, that is to say, power:

- (a) To pay the costs, charges and expenses preliminary and incidental to the promotion; formation, establishment or and registration of the Company.
- (b) (i) To purchase or otherwise acquire for the Company any property rights or privileges, movable or immovable, of whatever nature which the Company is authorised to purchase or acquire for such price and on such terms and conditions as they think fit.
(ii) To sell, lease or otherwise dispose of any portion, not being the whole or substantially the whole of the property of the Company as may be thought desirable.
- (c) Subject to the provisions of Article 13, to borrow or raise money which may be required for the purpose of the Company upon bonds, bills of exchange, promissory notes or other obligations or security of the Company, or by mortgage or charge of the property of the Company.
- (d) As 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 in bonds or other securities of the Company and any such bonds or other securities of the Company as may be either specifically charged upon, all or any part of the property of the Company or not so charged.
- (e) To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any part of the property of the Company or in such other manner as they may think fit.
- (f) To appoint and at their discretion, remove or suspend such managers, [Secretaries], officers, clerks, agents and servants for permanent or temporary or special services, as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emoluments and to require security in such instances for such amount as they think fit.
- (g) To appoint any person or persons to accept and hold in trust for the Company any property or any special funds or emoluments belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds, documents and things as may be requisite in relation to any such trust.
- (h) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or otherwise concerning the affairs of the Company; and also except in the case of a Member, to compound and allow time for payment or satisfaction of any debts due and of any claims with respect to demands by or against the Company.
- (i) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
- (j) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- (k) To determine who shall be entitled to sign on behalf of the Company bills, notes, receipts, acceptances, endorsements, cheques, leases, contracts and documents.

- (l) To invest and deal with any of the moneys of the Company, not immediately required, in such securities and in such manner as the Board may think fit and from time to time to vary or realize such investments, and in particular without prejudice to the aforesaid generality, to place such moneys on deposit with any Bank or Banks subject to the proviso that Capital Funds of the Company shall not be allowed to remain on such deposit for a longer period than twelve months.
- (m) To set aside any funds of the Company for the purpose of creating any building or other special fund and to accumulate the income arising there from and from time to time to apply the securities or moneys to the credit of such funds, towards the objects for which such funds were created.
- (n) From time to time to make, vary and repeal such regulations or bye-laws, as they may consider expedient, for the management of the Company and the affairs thereof and as to the duties of any officers or other servants of the Company, and as to the conduct of business by the Directors of any sub-committee thereof, or as to any of the matters or things within the power or under the control of the Board, provided that the same shall not be inconsistent with the Memorandum and Articles of Association.
- (o) To enter into all such negotiations and contracts and rescind and vary all such contracts, for the purpose of the Company.

THE SEAL

The seal, its custody and use

55. The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute as new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a sub- committee thereof previously given and in the presence of the Chairman or the Secretary-General or Honorary Secretary or Executive Secretary or some other person appointed by the Board for the purpose.

Deeds how executed

56. Every deed or other instrument to which the Seal of the Company is required to be affixed shall, unless the same is executed by a duly constituted attorney, be signed by the Chairman or the Secretary-General or the Honorary Secretary or the Executive Secretary or some other person appointed by the Board for the purpose.

BOOKS AND DOCUMENTS

Board to keep accounts

57. The Board shall keep at the Office or at such other place in India as the Board thinks fit, proper books of account in accordance with Section 128 of the Act with respect to:-
- (a) All sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place;

- (b) All sales and purchases of goods by the Company;
- (c) The assets and liabilities of the Company;

Where the Board decides to keep all or any of the books of account at any place other than the Office of the Company, the Company shall within seven days of the decision file with the Registrar a notice in writing giving the full address of that other place.

The Company shall preserve in good order the books of account relating to a period of not less than four years preceding the current year.

When the Company has a Branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to date at intervals of not more than three months, are sent by the branch office to the Company at its Office or other place in India at which the Company's books of account are kept as aforesaid.

The books of account shall give a true and fair view of the state of the affairs of the Company or branch office, as the case may be, and explain its transactions and shall be open to inspection by any Director during business hours and by any Member of the Company in accordance with clause II of the Memorandum of Association.

ACCOUNTS AND BALANCE SHEETS

Statement of accounts to be furnished to General Meeting

- 58. The Board shall from time to time in accordance with Sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in general meeting, such balance sheets, profits and loss accounts and reports as are required by those Sections.

Copies shall be sent to each Member

- 59. A copy of every such profit and loss account and balance sheet (including the auditor's report and every other documents required by law to be annexed or attached to each to the balance sheet) shall at least fourteen days before the meeting at which the same are to be laid, be sent to all Members of the Company, and to all persons entitled to receive notices of general meetings of the Company.

AUDIT

Accounts to be audited

- 60. Auditors shall be appointed and their rights and duties regulated in accordance with sections 139 to 147 of the Act.

Accounts when audited and approved to be conclusive

- 61. Every Account of the Company when audited and approved by a general meeting shall be conclusive.

DOCUMENTS AND NOTICES

Service of documents or notices on Members by Company

- 62.(a) A document or notice may be served or given by the Company on any Member either personally or by sending it by post to him to his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for serving documents or notices on him.
- (b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, pre-paying and posting letter containing the document or notice, provided that where a Member has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses for doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner intimated by the Member and such service shall be deemed to have been effected in the case of a notice of a meeting at the expiry of forty-eight hours after the letter containing the document or notice is posted and in any other case, at the time at which the letter should be delivered in the ordinary course of post.

Advertisement

63. Document or notice advertised in a newspaper circulating in India shall be deemed to be duly served or sent on the day on which the advertisement appears on or to every Member who has not registered address in India and has not supplied to the Company an address within India for serving of documents on or the sending of notices to him.

On whom documents or notice must be served.

64. Documents or notices of every general meeting shall be served or given in the same manner hereinbefore authorised on or to every Member of the Company entitled to receive notice of general meeting except those Members who (having no registered address within India) have not supplied to the Company an address within India for the giving of notice to them and also to the auditor or auditors for the time being of the Company.

Documents of notice how to be signed

65. Any document or notice to be served or given by the Company may be signed by the Secretary or by some person duly authorised by the Board for such purpose and the signature thereto may be written, printed or lithographed.

Service of document or notice by Member

66. All documents or notices to be served or given by Members on or to the Company or any office thereof shall be served or given by sending it to the Company or officer at the Office by post under a certificate of posting or by registered post, or by leaving it at the Office.

INDEMNITY

Right to Indemnity

67. Subject to the provisions of Section 197 of the Act; every Member or the Board or a sub-committee thereof, manager and other officer or servant of the Company and any person employed by the Company as Auditor shall be indemnified by the Company against and it shall be the duty of the Board to pay out of the funds of the Company, all costs, losses and expenses which any such persons may incur or become liable for (otherwise, save as mentioned in Section 197 of the Act, than through any negligence, default, misfeasance, breach of duty or breach of trust on his part) by reason of any contract entered into, or act or thing done by him in any way in the discharge of his duties, including traveling 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 or a sub-committee thereof, manager, officer or servant; or auditor 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 463 of the Act in which relief is granted to him by the Court.