

Memorandum of Association
And
Articles of Association



pharmaceuticals ltd.

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CERTIFICATES



फारम आई. आर.
Form I.R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता.....का सं.....
No 8066.....of 19 87-88

मैं एतद्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम, 1956 (1956 को 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that S.M.S. PHARMACEUTICALS PRIVATE LIMITED

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

मेरे हस्ताक्षर से आज ता.....को दिया गया।

Given under my hand at Hyderabad..... this 14th
day of December..... One thousand nine hundred and eighty seven
(23rd Agrahayana 1909 Saka)



जे.एस.सी.-1
J.S.C-1.


(R.K. BHATTACHARJEE)
कम्पनियों का रजिस्ट्रार
Registrar of Companies
Andhra Pradesh.

Company No: 01-08066



**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON THE CONVERSION UNDER SECTION 31/44 OF THE
COMPANIES ACT, 1956 (1 of 1956)**

In the office of the Registrar of companies, Andhra Pradesh
HYDERABAD.

IN THE MATTER OF **S.M.S. PHARMACEUTICALS PRIVATE LIMITED**

I hereby certify that **S.M.S. Pharmaceuticals Private Limited** which was originally incorporated on **14th** day of **December, 1987** under the name **S.M.S. Pharmaceuticals Private Limited** having duly passed the necessary special Resolution on the **29th** day of **September, 1994**. in terms of section 31(1)/44 of the companies Act, 1956 the name of the company is this day changed to **S.M.S. PHARMACEUTICALS LIMITED.**

This certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at **HYDERABAD** this, the **2nd** day of **November** One thousand Nine hundred and **Ninety Four.**

Sd/-

(B. KOTESWARA RAO)
ASST. REGISTRAR OF COMPANIES
ANDHRA PRADESH: HYDERABAD.

Company No : 01-8066.



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

**In the Office of the Registrar of Companies,
Andhra Pradesh, Hyderabad.**

(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF S.M.S. PHARMACEUTICALS LIMITED

I hereby certify that S.M.S. PHARMACEUTICALS LIMITED

_____ was
originally incorporated on 14th day of DECEMBER 1987
under the companies Act, 1956, under the name M/s. S.M.S. PHARMACEUTICALS
PRIVATE LIMITED (Subsequently converted)

The said M/s. S.M.S. PHARMACEUTICALS LIMITED

_____ having duly passed necessary resolution under section 21/22 (1) (e) / 22 (1) (b) of the companies Act, 1956 and also having obtained the approval of the Central Government in writing vide letter No. RAP/TA.VI/Sec.21/8066 dated 12.04.2004 of Registrar of Companies, Andhra Pradesh, Department of Company affairs has changed its name to SMS PHARMACEUTICALS LIMITED

This certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Hyderabad, this 12th day of APRIL

TwoThousand and FOUR



(N.S. PONNUNAMBI)
REGISTRAR OF COMPANIES
ANDHRA PRADESH : HYDERABAD

MEMORANDUM OF ASSOCIATION

MEMORANDUM OF ASSOCIATION OF SMS PHARMACEUTICALS LIMITED

COMPANY LIMITED BY SHARES
(Incorporated Under Companies Act, 1956)

- I.** The name of the company is **SMS PHARMACEUTICALS LIMITED.**
- II.** The Registered Office of the Company will be situated in the **State of Andhra Pradesh.**
- III.** The objects to be pursued by the company on its incorporation are:

III (A) MAIN OBJECTS TO BE PURSUED ON INCORPORATION OF THE COMPANY

- 1. To manufacture buy, sell, offer consultancy import & export, act as commission agents and generally deal with all types of Organic & Inorganic Chemicals, Pharmaceuticals, Drugs and Intermediates.
- 2. To undertake research work in developing marketing newer indigenous technologies for various medicines and also newer medicines for various therapeutics uses.
- 3. To fabricate, manufacture, buy, sell, import, export and generally deal in all types of chemicals, surgical, medical, pharmaceutical and scientific equipment, appliances and accessories.
- 4. To carry on the business of manufacturer, trader, exporter, importer, whole sale and retail sellers, dealers in all types of Herbal Products, Bio-chemicals, Bio-technology products, active pharmaceutical intermediates and ingredients, herbal extracts, phyto-pharmaceuticals, botanical extracts, amino-acids, herbal formulations, agroceuticals / naturoceuticals / nutraceuticals and alternate medicines and also to do research and development in these areas.
- 5. To undertake, promote, assist, engage, and deal in research, development and manufacturing and distribution of Bio Technology Products and Services related to Clinical Diagnostics, Diagnostic kits, Biological products, Therapeutics and Genomics. And the setup laboratories, purchase and acquire any equipment and instruments required for carrying out research in the fields of Bio-Technology, Medical research.

III (B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE:

- 6. To manufacture and deal in all kinds of plant, machinery, apparatus, tools, utensils materials and things necessary or convenient for carrying on any of the main objects of the company.
- 7. To enter into partnership or into any arrangement for sharing profits union of interest, co-operation, joint venture, reciprocal concessions or otherwise either in part or whole with any person or company or companies, foreign or otherwise, carrying on or engaged in or about to carry on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
- 8. To apply purchase or otherwise acquire or develop any patents, developments, inventions, licenses, concessions and the like conferring any exclusive or nonexclusive or limited right to use or any secret or other information to nay invention which seem calculated directly or indirectly to benefit the company and to use, exercise develop or grant licenses in respect of or otherwise turn to account the property rights or information so required.

9. To establish, appoint, regulate and discontinue office, agents, representatives, distributors or retailers in all such places as the company may from time to time determine for carrying out all or any of the company's objects and to act as agents of others.
10. To purchase, own take on lease or in exchange or otherwise acquire and undertake all or any part to the business, rights, privileges, property and liabilities of and to amalgamate or enter into partnership or into any arrangement of sharing profits, union of interest co-operation, joint venture, reciprocal concessions or otherwise with, any company having objects altogether or in part similar to those of the company and to lend money to, guarantee the performance or contracts of or subsidize or otherwise assist any such company for such consideration and on such terms as may seem expedient.
11. To promote, establish, undertake, form and to be interested in and to apply for acquire hold and dispose of shares, in any institution, business, pool combine, syndicate, industrial trading of manufacturing or company having objects altogether or in part to those of the company carrying on any business capable of being conducted so as directly or indirectly to benefit the company and to subsidize or assist any industry or undertaking financially or otherwise by issuing or subscribing for or guaranteeing the sub-subscription and issue of shares, stock, debenture stock or other securities such industry or undertaking.
12. To apply, for purchase or otherwise acquire any patents brevets 'D' invention, processes copyrights, trademarks, concessions, licenses and the like subject to royalty or otherwise, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to say invention which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, work manage sell let, grant licenses in respect to or otherwise turn to account or deal with the property rights and information so acquired or otherwise belonging to the company.
13. To subscribe for, purchase or otherwise acquire, hold sell exchange, description to the stocks, shares, bonds, debentures, debenture-stock, scripts or other securities or obligation of any company or of any authority, supreme, public, municipal local or otherwise and to invent and deal with the funds of the company not immediately required upon such securities and in such manner as may from time to time be determined.
14. To borrow, or raise money in such manner and on such terms as the company shall think fit and to secure the repayment of any money borrowed raised or owing, by mortgage, charge or lien upon the whole or any part of the company's property or assets both present and future including its uncalled capital also by a mortgage charges or lien or secure and guarantee the performance by the company of any obligations or liability it may undertake.
15. To enter into any arrangement with any Government or authority supreme, public, municipal local or otherwise, and to obtain from any such Government or authority any rights, concessions and privileges that may seem conducive to the company's objects, or any of them, and to carry out, exercise and comply with any such arrangements, rights, concessions and privileges.
16. To lend or advance or deposit moneys belonging to or entrusted to or at the disposal of the company or give credit to any company and in particular to customers and others having dealing with the company with or without security, on such terms as may seem expedient, and to draw, make accept endorse, discount and execute and issue bills of exchange promissory notes hundies, debentures, bills of lading and others negotiable or transferable instruments or securities, but not to do the business of banking as defined in the Banking Regulations Act, 1949.

17. To apply or join in applying to and obtaining from any parliament or legislative authority of Government, or any supreme, public, local municipal or other authority or body or with any landholders or other persons, for and Act of parliament, or other acts of legislature, laws, decrees, concessions, orders, rights, or privileges or authority that may seem conducive to the Company's object or any of them or may seem expedient to obtain any provisional order or act of parliament for enabling the company to carry any of its objects into effects.
18. To invest, apply for and acquire or otherwise employ moneys belonging to our entrusted with the company upon securities and shares investment Trusts, bank and insurance companies and other Limited Companies upon such terms as may from time to time be considered proper.
19. To make such arrangements as the company may deem fit, for the holding of any property of the company in the name of trustees or a trustee for the company.
20. To let, sub-let or give on lease, rent or hire, any portion of land, factory, mill, warehouses, tanks, crawls or other building or structure.
21. To sell improve, manage, develop, enfranchise, lease out, mortgage dispose of, turn to account or otherwise deal with the whole or any part of the undertaking business or property or sites or the company either together or in such portion and for such consideration as the company may think fit.
22. To establish such competitions as may be lawful for any of the purposes of the company and to offer and grant prizes awards and premiums of such character and on such terms may seem expedient.
23. To advertise and publicize or promote the sale of any goods, articles or things, produced, manufactured, traded or dealt in any manner as may be deemed expedient including advertisement in the press posting of bills the issue or publication of circulars, pamphlets, price-lists leaflets, catalogues, brochures or by the circulation of mementos, gifts and other articles.
24. Subject to the provisions of Section 283 and 283-A of the Companies Act, 1956 to support, subscribe or contribute or otherwise to assist or guarantee money for any charitable, benevolent religious institution or any other institutions or objects or any exhibition or for any public, general or useful object.
25. To establish and support or to aid in the establishment and support of associations, institutions or conveniences calculated to benefit the employees or ex-employees of the company or its predecessors in business or the dependents or concessions such persons and to grant pensions and allowances and to make payments towards insurance of any kind or to give any participation in profits of the company to persons employed by the company or any of them.
26. To provide for and furnish or secure to any member or customers of the company any chattels, conveniences, benefits or special privileges which may seem expedient either gratuitously or otherwise.
27. To establish and maintain laboratories for purposes of research and development and to acquire all the necessary scientific and other equipment for the purpose.
28. To manufacture, import, sell, buy and deal in all raw material and other substances uses in the manufactures, production or treatment of any product of other substances, articles and things the manufacture of which the company is authorized to undertake and to turn to accounts, render marketable and deal in any of the by-

products of the manufacturing process which the company may undertake.

29. To amalgamate with any other company having objects or altogether or in part similar to those of this company.
30. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing or underwrite, subscribe for or otherwise acquire, all or any part of the shares, debenture-stocks or other securities of any such other company.
31. To pay for any business, property or rights acquired to be acquired by the company and remunerate any person or company and generally or specify and obligation of the company by such payment or by the issue, allotment or transfer of shares of this or any other company.
32. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of arts or interest, by publication of books and particulars and by granting prizes, rewards and donations.
33. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops, for scientific and technical research, experiments and tests of all kinds, to promote studies and research of inventions by Providing, subsidizing tests of all kinds, to promote studies and research or inventions by providing, subsidizing, endowing or assisting laboratories, workshop, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships prizes grants or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, test and invention of any kind that may be considered likely to assist any business which the company is authorized to carry on.
34. To act as representatives, distributors, agents or brokers whether sole or for a particular territory of any firm or company whether India or Foreign and to appoint representatives, distributors, agents, or brokers whether sole or for different territories of goods produced, imported or purchased, by the company on such terms and conditions as the company shall think fit.
35. To pay out of the funds of the company, all expenses which the company may lawfully pay with respect to the formation and registration of the company or the issue of its capital including brokerage and commission for obtaining application for or taking, placing or undertaking or procuring debentures or other securities of the company.
36. To agree to refer to arbitration dispute present or future between the company may lawfully pay with respect to the formation and registration of the company or the issue of its capital including brokerage and commission for obtaining application for or taking, placing or under taking or procuring debentures of other securities of the company.
37. To enter into any agreements of collaboration for the purpose of company's business either in India or outside India.
38. In the event of winding up to distribute all or any of the property amongst the members specie or kind subject to the provisions of the companies Act. 1956.
39. Generally to, do all such other things as may appear to be incidental and is any way conducive to the attainment of the above objects or any of them.

III (C) OTHER OBJECTS NOT INCLUDED IN (A) AND (B)

1. To carry on the Business of manufacturers, dealers, exporters, and importers in all types of monomers, polymers co-polymers, synthetic resins plastic compounds, laminate products, and other chemicals used in the above.
2. To carry on the Business of manufacturers, dealers and importers in all kinds of petroleum chemicals, petroleum derivative, waxes, paraffin oils and any derivatives of crude petroleum chemicals, petroleum derivative, waxes, paraffin oils and any derivatives of crude petroleum derivation, waxes, paraffin, paraffin oil and any derivatives of crude petroleum distillation origin including petroleum coke, calcium coke, carbon black, carbon electrodes are furnaces and cinema projectors, graphite and other similar products.
3. To carry on the business of manufacturers and dealers, in all types of inorganic salts like chlorides, hydroxides, peroxides, carbonates, nitrates, sulfates, nitrites, sulfates, sulfides, hydrosulfides, coke hydrosulfites etc; of sodium, potassium calcium, strontium, barium, nickel, zinc, titanium, Zllconium, lead, gold, silver, molybdenum etc; used in space, defense and industrial technology of explosive and pyrotechnics etc, all raw materials and compounds required for the manufacture of the above products made from or with the use of any of the by-products thereof.
4. To carry on the manufacture and sale of representatives like various gullets benzoates B.H.A.B.H.T. esters and salts of PHBA, medical and other plant extracts like belladonna root and leaf extracts, stromirum leaf and root extracts, Hyoscyamus extract, any other alkaloidal extracts, glycyrrhizin extract, Digitalis extract and other glycodal plant extract and other plant extracts used for commerce and all kinds of biological and glandular extracts like beef extracts, use liver extracts, vaccines, sera, yeast extracts etc.
5. To carry on the Business of Manufactures and dealers in all types or aromatic, perfumery and flavoring synthetics like phenones acetyl derivatives, anthranilates, alcohols, aldehydes ketones esters, acids, salicy lattes all types of synthetic compounds, other compounds or chemical or devotees, used in perfumery industry etc., all essential oils both natural and synthetic all raw materials and compounds required for the manufacture of the above products made from or with the use of the byproducts thereof.
6. To carry on the trade, business and manufacture of all equipments designed by Mechanical Engineers, Electrical Engineers, Textile Engineers, Agricultural Engineers, Aeronautical Engineers, Aviation Engineers, Chemical Engineers and Engineers in all other branches, foundries of all metal and metal compounds whatsoever welders, mill wrights, wire drawers tube makers, iron and steel converters smiths, wheel wrights, metallurgists, Japanese, annelids, enamellers electroplates, silver plates, nickel plates, varnish, vulcanizes, and manufactures of all instruments, appliances, devices and tools used in or in connection with any of the above business and all motors machinery and mechanical and scientific appliances, apparatus and devices of every description whatsoever.
7. To undertake and execute any trusts the undertaking of which may seem to the company desirable and either or otherwise.
8. To search for gtrwin, work raise, make merchantable, buy sell or otherwise deal in minerals, metals oils, gases and fuels whether found in a natural state or obtained by processing from other substances, and to carry on business relating to the winning, producing working, manufacture and preparation of any materials used in the manufacture of any of the above mentioned items of which may usefully or conveniently be combined with the manufacturing or engineering business of the company or any contract undertaken by the company and either for only such purpose as on independent business.

9. Undertake and execute any contracts for works involving the supply or use of any machinery and steel fabrication and to carry out auxiliary or other works comprised in such contracts.

IV. The liability of the members of the Company is limited.

V. The authorized share capital of the Company is ₹12,00,00,000.00 (Rupees twelve crore only) consisting of ₹ 12,00,00,000 (Twelve crore) equity shares of ₹1.00 (Rupee one only) each.*

The company has power from time to time to increase or reduce the capital of the Company and to consolidate, sub-divide, exchange the shares in the capital for the time being into several classes and also to purchase any of its shares whether or not redeemable and to make payments out of its capital in respect of such purchases, or otherwise alter its share capital as equity or non-voting equity shares or preference share or to issue shares, hybrids, derivatives, options, quasi equity instruments with differential rights, convertible preference shares or debentures, or differential voting rights shares, subject to the provisions of Articles of Association of the Company, the Companies Act and the Rules made thereunder and consent of the appropriate authorities, if required, being obtained before doing so.

The company has power to vary, modify or amalgamate or abrogate any such right(s), privilege(s) or condition(s) or restriction(s), otherwise to attach to any classes of shares, privileges or priorities in payments of dividend or distribution of assets or otherwise, over any other shares, and to vary the regulation of the company, as to apportioning the right to participate in profits in any manner subject to the provisions of Articles of Association of the Company, the Companies Act, and consent of the appropriate authorities, if required, being obtained before doing so.

***End Notes:**

1. The authorised share capital of the Company of ₹400.00 at the time of incorporation was modified from time to time by passing requisite resolutions at the meeting of the members. The Company had made last amendment in the capital clause by passing Special Resolution by the Members of the Company on 5th December, 2015 by means of Postal Ballot and registered by the Registrar of Companies, Hyderabad, vide approval letter dated 16th December, 2015.

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

Sr. No.	Name of Subscribers	Address, description and occupation of the subscribers	Number of equity shares taken by each subscriber	Witness with address, description and occupation
1	2	3	4	5
1.	K.G. Suggula S/o. S.S.R. Moorthy	Flat No. 4. Plot No. 24, Gayatri Nagar, Srinavasa Nagar Colony East, Hyderabad - 500 028.	20 (Twenty only)	V. Mallikarjuna Reddy S/o. Krishna Reddy 27, S.B.H. Colony, Behind D.B.R. Mills,, Hyderabad - 500 380 Chartered Accountant
2.	S. Jhansi W/o. K.G. Suggula	Flat No. 4. Plot No. 24, Gayatri Nagar, Srinavasa Nagar Colony East, Hyderabad - 500 028.	20 (Twenty only)	
	Total No. of Shares Taken		40 (Forty only)	

Dated this 10th day of December, 1987 at Hyderabad

ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION OF SMS PHARMACEUTICALS LIMITED

UNDER THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES
(Incorporated Under Companies Act, 1956)

(I) PRELIMINARY

Application of “Table F”

- 1.** The regulations contained in Table F of the first schedule and the applicable provisions of Companies Act, 2013 as applicable to a public limited company, shall apply to this Company, save unless they are expressly or by implication excluded or modified by the following Articles.

(II) INTERPRETATION

- 2.** In these regulations—

- (i) "Act" means the Companies Act, 1956 (to the extent that such enactment is in force) and the Companies Act, 2013 (to the extent notified) and rules framed thereunder.
- (ii) "Annual General Meeting" means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act and any adjourned holding thereof.
- (iii) "Auditors" means and includes those persons appointed as such for the Time being by the Company.
- (iv) "Beneficial Owner" means a person whose name is recorded as such with a Depository.
- (v) "Board of Directors" or "Board", in relation to a company, means the collective body of the directors of the company
- (vi) "Body corporate" or "corporation" includes a company incorporated outside India but does not include -
 - (a) a co-operative society registered under any law relating to co-operative societies; and
 - (b) any other body corporate (not being a company as defined in this Act), which the Central Government may, by notification in the Official Gazette, specify in this behalf
- (vii) "Capital" means the Share capital for the time being raised or authorised to be raised, for the purpose of the Company.
- (viii) "Chairman" means the Chairman of the Board of Directors of the Company.
- (ix) "Company", "The Company" or "this Company" means "SMS PHARMACEUTICALS LIMITED".
- (x) "Debenture" includes debenture stock, bonds or any other instrument of a company evidencing a debt, whether constituting a charge on the assets of the company or not .
- (xi) "Depositories Act" means the Depositories Act, 1996, including any statutory modifications or re-enactment thereof for the time being in force.
- (xii) "Depository" means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.
- (xiii) "Directors" mean the Directors for the time being of the Company or a director appointed to the Board of a company;
- (xiv) "Executive Director" mean Directors who are in whole time employment with the Company.
- (xv) "Non-Executive Director" mean Directors who are not in whole time employment with the Company.
- (xvi) "Dividend" includes any interim dividend.
- (xvii) "Extraordinary General Meeting" means an extraordinary general meeting of the Members duly called and convened and any adjourned holding thereof.
- (xviii) "Key Managerial Personal" means an individual as defined under Section 2 (51) of the Act.
- (xix) "Manager" means an individual as defined under Section 2(53) of the Act.
- (xx) "Managing Director" means an individual as defined under Section 2(54) of the Act.
- (xxi) "Member" means
 - (a) Every person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company; or
 - (b) Every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository;

- (xxii) "Meeting" or "General Meeting" means a meeting of Directors or Members or creditors as the case may be.
- (xxiii) "Non-retiring Director" means a director not subject to retirement by rotation includes an Independent Director appointed pursuant to the provisions of Section 149(4) of the Act.
- (xxiv) "Office" means the registered office of the Company.
- (xxv) "Paid up" includes capital credited as paid up.
- (xxvi) "Person" means any natural person, firm, company, governmental authority, joint venture, partnership, association or any other entity (whether or not having a separate legal personality)
- (xxvii) "Register of Members" means the Register of Members to be kept pursuant to Section 88 of the Act.
- (xxviii) "Register of companies" means the register of companies maintained by the Registrar on paper or in any electronic mode under this Act;
- (xxix) "Record" includes the records maintained in the form of books or stored in Computer or in such other form as may be determined by regulations made by SEBI in relation to the Depositories Act, 1996.
- (xxx) "Regulations" means the regulations made by the SEBI.
- (xxxi) "Seal" means the Common Seal for the time being of the Company.
- (xxxii) "Share" means a share in the share capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied.
- (xxxiii) "SEBI" means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.
- (xxxiv) "Securities" shall mean any shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Share.
- (xxxv) "Transfer" shall mean :
 - (a) any, direct or indirect, transfer or other disposition of any shares, securities (including convertible securities), or voting interests or any interest therein, including, without limitation, by operation of Law, by court order, by judicial process, or by foreclosure, levy or attachment;
 - (b) any, direct or indirect, sale, assignment, gift, donation, redemption, conversion or other disposition of such shares, securities (including convertible securities) or voting interests or any interest therein, pursuant to an agreement, arrangement, instrument or understanding by which legal title to or beneficial ownership of such shares, securities (including convertible securities) or voting interests or any interest therein passes from one Person to another Person or to the same Person in a different legal capacity, whether or not for value;
 - (c) the granting of any security interest or encumbrance in, or extending or attaching to, such shares, securities (including convertible securities) or voting interests or any interest therein, and the word "Transferred" shall be construed accordingly.
- (xxxvi) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.
- (xxxvii) "Year" means the Calendar Year and "Financial Year" shall have the meaning assigned thereto by Section 2 (41) of the Act.

3. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

(III)

SHARE CAPITAL

AUTHORISED CAPITAL

1. The Authorised Share Capital of the Company shall be as per Clause V (Capital Clause) of the Memorandum of Association of the Company with rights to alter the same in whatever way as deemed fit by the Company. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

PREFERENCE SHARES

2. The Company may, subject to the provisions of Section 55 of the said Act, issue preference shares which are liable to be redeemed and may redeem such shares in any manner provided in the said section and may issue shares up to the nominal amount of the shares redeemed or to be redeemed. Where the Company has issued redeemable preference shares the provisions of the said section shall be complied with.

SHARES WITH DIFFERENTIAL VOTING RIGHTS

3. (i) If at any time share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the issue of the shares of that class) may, subject to the provisions of Section 48 of the Companies Act, 2013, and whether or not the Company is being wound-up, be varied with the consent in writing of the holders of three-fourth of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provision of these regulations relating to general meeting shall apply.
- (iii) Subject to the provisions of Section 40(6) of the Act, the Company may, at any time, pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any securities in the Company, or procuring, or agreeing to procure subscriptions (whether absolute or conditional) for any securities in the Company, but so that the commission shall not exceed, in the case of shares, five per cent of the price at which the shares are issued and in the case of debentures and other securities two and a half per cent of the price at which the debentures are issued, or such higher rate or rates as may be permissible under any statutory provision for the time being in force. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid securities or partly in one way and partly in the other. The Company may also pay such brokerage as may be lawful.

ISSUE OF SHARES/SHARE CERTIFICATES

4. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month after the application for the registration to transfer (or within such other period as the conditions of the issue shall provide):
 - (a) one certificate for all his share without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of such sum as may be determined by the Board from time to time.
 - (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
 - (iii) In respect of share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
 - (iv) Notwithstanding anything contained herein, in the case of transfer of shares or other marketable securities where the Company has not issued any Certificates and where such shares or other marketable securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.
 - (v) If share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding Twenty Rupees only, and on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses incurred by the Company in investigating evidence, as the Directors think fit.
5. The provisions of Articles (4) shall mutatis mutandis apply to debentures of the company.

SHARE WARRANTS

6. (i) The Company may issue share warrants subject to, and according the Board may in its discretion, with respect to any share which is fully paid-up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the share, and

- the amount of the stamp duty on the warrant and such fees as the Board may from time to time require, issue a share warrant.
- (ii) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a member at any meeting held after the expire of two clear days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant.
 - (iii) Not more than one person shall be recognized as a depositor of the share warrant.
 - (iv) The Company shall, on two days written notice, return the deposited share warrant to the depositor.
 - (v) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the Company, or attend, or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notices from the Company.
 - (vi) The bearer of a share warrant be entitled in all other respects to the same privilege and advantages as if he were named in the register of members as the holder of the shares included in the warrant, and shall be a member of the Company.
 - (vii) The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

REGISTERS TO BE MAINTAINED BY THE COMPANY

7. (i) The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act:
 - (a) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;
 - (b) A register of Debenture holders; and
 - (c) A register of any other security holders.
 - (d) The Company shall also be entitled to keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.
- (ii) The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.
8. Except as required by law, no person shall be recognized by the Company as holding any shares 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 shares, or any interest in any fractional part of a share or (except only as by these regulation or by law otherwise provided) any other rights in respect of any share except an absolute rights to the entirety thereof in the register of shareholders.

DEMATRILISATION EFFECT

9. Notwithstanding anything contained herein, the Company shall be entitled to dematerialise its shares, debentures and other securities pursuant to the Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in a dematerialised form.
10. Notwithstanding anything contained herein, the Company shall be entitled to treat the person whose names appear in the register of members as a holder of any share or whose names appear as beneficial owners of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as required by law) be bound to recognise any benami trust or equity or equitable contingent or other claim to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

LIEN

CREATION OF LIEN ON SHARES

11. (i) The Company shall have a first and paramount lien:
- (a) on every share (not being a fully paid up share, for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid up shares) standing registered in the name of the single person, for all moneys presently payable by him or his estate to the Company.
- Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provision of this Article.
- (ii) The Company's lien, if any, on a share shall extend to all dividends payable thereon.

SELLING OF LIEN SHARES

12. (i) The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, provided that no sale shall be made:
- (a) unless a sum in respect of which the lien exists is presently payable, or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- (ii) To give effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof.
- (iii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iv) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by irregularity or invalidity in the proceedings in the reference to the sale.

USAGE OF PROCEED OF LIEN SHARES

13. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALL ON SHARES

14. The Board may,
- (i) From time to time, make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
 - (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at time or times and place so specified, the amount called on his shares.
 - (iii) A call may be revoked or postponed at the discretion of the Board.
15. A call is deemed to have been made at time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. If a sum called in respect of a share, is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment thereof to the time of actual payment at rate as the Board may determine.
18. The Board shall be at liberty to waive payment of any such interest wholly or in part.

19. Any sum
- (i) which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of nominal value of the share or by way of premium, shall, for the purpose of these regulations, be deemed to be a call duly made and payable on the date which by the terms of issue such sum become payable.
 - (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or other wish shall apply as if such sum had become payable by virtue a call duly made and notified.
20. The Board
- (i) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him; and
 - (ii) upon all or any moneys advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding unless the Company in general meeting shall otherwise direct twelve percent per annum, as may be agreed upon between the Board and the member and the member paying the sum in advance.

TRANSFER OF SHARES

21. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
22. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
23. The Board may, subject to the right of appeal conferred by Section 58 of the Companies Act, 2013, decline to register:
- (i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (ii) any transfer of shares on which the Company has a lien.
24. The Board may also decline to recognize any instrument of transfer unless:
- (i) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of Section 56 of the Companies Act, 2013.
 - (ii) The instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (iii) The instrument of transfer is in respect of only one class of shares.
25. Subject to the provision of Section 91 of the Companies Act, 2013, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine.
Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
26. Subject to the provisions of section 56 of the Act and other applicable provisions, if any, or any other law for the time being in force, the Board shall have power at any time, and from time to time, make necessary changes in procedure of transfer of shares.

TRANSMISSION OF SHARES

27. On the death of a member, the survivor or survivors where the member was a joint holder, and legal representatives where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares.
28. Nothing in Article 27 shall release the estate of a deceased joint holder from liability in respect of any share which had been jointly held by him with other persons.
29. Any person,
- (i) becoming entitled to a share in consequence of the death or insolvency of any member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:
 - (a) to be registered himself as holder of shares: or

- (b) to make such transfer of the share as the deceased or insolvent member could have made.
 - (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- 30. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- 31. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- 32. All the limitations, restriction and provisions of these regulations relating to the right of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- 33. A person becoming entitled to a share by reason of death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to the meeting of the Company.
Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payments of all dividends, bonuses or money payable in respect of the share, until the requirements of the notice have been complied with.
- 34. Subject to the provisions of section 56 of the Act and other applicable provisions, if any, or any other law for the time being in force, the Board shall have power at any time, and from time to time, make necessary changes in procedure of transmission of shares.
- 35. There shall be no fee paid to the Company, in respect of the transfer or transmission of any number of shares, registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document. The Board shall reserve the right to correct any unintentional clerical error or omission happened due to oversight in any transfer or transmission process.

FORFEITURE OF SHARES

PROCEDURE

- 36. (i) If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
- (ii) The notice aforesaid shall:
 - (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, the event of non-payment on or before the day so named, the shares in respect of which the call was made will be liable to be forfeited.
- (iii) If the requirements of any such notices as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by the resolution of the Board to that effect.
- (iv) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (v) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

LIABILITY OF SHARE HOLDER

37. (i) A person whose shares have been forfeited shall cease to be a member in respect of forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
- (ii) The liability of such person shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
38. A duly verified declaration in writing that the declarant is a Director, the manager, or the secretary, of the Company, and that a share in the Company has being duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

PROCEEDS OF SALE

39. (i) The Company may receive the consideration, if any, given for share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (ii) The transferee shall there upon be registered as the holder of the share.
- (iii) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in the reference to the forfeiture, sale or disposal of the share.
40. The provision of these regulations as to forfeiture shall apply in the case of nonpayment of any sum, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made notified.

ALTERATION OF CAPITAL

41. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such class of share as may be specified in the resolution.
42. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (ii) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (iii) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum, subject, nevertheless, to the provisions of Section 61 of the Companies Act, 2013;
- (iv) cancel any shares which, at the date of passing of the resolution, have not taken by any person; and
43. Subject to the provision of the Act and other applicable provision of law, the Company may issue shares; either equity or any other kind with non-voting rights and the resolution authorizing such issue shall prescribe the terms and conditions of that issue.
44. Where shares are converted into stock,—
- (i) The holder of the stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the share from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
- Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
- (ii) The holders of the stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which stock arose: but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

- (iii) Such of the regulation of the Company (other than those relating to share warrants), as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stockholder" respectively.
45. The Company may, by special resolution, reduce in any manner and with, and subject to any incident and consent required any law:
- (i) its share capital;
 - (ii) any capital redemption reserve account;
 - (iii) any share premium account; or

CAPITALISATION OF PROFITS

46. The Company, in general meeting may, upon the recommendation of the Board, resolve:
- (i) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve account, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (ii) that such sum be accordingly set free for distribution in the manner specified in clause (iii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
 - (iii) Sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (ii), either in or towards:
 - (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; and
 - (c) partly in the way specified in sub clause (a) and partly in that specified in sub clause (b).
 - (d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares; or
 - (e) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
47. Whenever such a resolution as aforesaid shall have been passed,
- (i) the Board shall:
 - (a) make all appropriations and application of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and.
 - (b) generally do all acts and things required to give effect thereto.
 - (ii) The Board shall have power:
 - (a) to make such provision, by issue of fractional certificates or by payment in cash or otherwise, as it thinks fit, for the case of shares or debentures becoming distributable in fraction; and
 - (b) to authorize any person, on behalf of all the members entitled thereto, to enter into an agreement with the Company providing for the allotment to such members, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to the capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.
 - (c) Any agreement made under such authority shall be effective and binding on such members.

REDUCTION OF SHARE CAPITAL

48. Subject to provisions of Sections 66, 67 and 242 and any other any other applicable provision of the Act or any other law for the time being in force, the company may reduce its own share capital.

49. Nothing in this clause shall affect the right of the Company to redeem any shares issued under Section 55.

BUY-BACK OF SHARES

50. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

51. All general meetings other than annual general meeting shall be called extraordinary general meeting.
52. The Board may, whenever it thinks fit, call an extraordinary general meeting.
53. Subject to provisions of Section 100 and any other any other applicable provision of the Act, If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

54. (i) All general meetings including annual general meetings shall be convened by giving at least twenty-one days' notice to shareholders.
- (ii) However, a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting.
- (iii) The Board may, whenever it thinks fit, call an Extra ordinary General Meeting and it shall do so upon a requisition in writing by any Member or Members holding in the aggregate not less than one-tenth of such of the paid-up capital as at that date carries the right of voting in regard to the matter in respect of which the requisition has been made.
- (iv) No business shall be transacted at any general meeting unless a quorum of members is present as provided in Section 103 of the Act.
- (v) The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company.
- (vi) If there is no such Chairman, or he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting.
- (vii) If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes the time appointed for holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting.

ADJOURNMENT OF MEETING

55. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTES OF MEMBERS

56. (i) Subject to any rights or restrictions for the time being attached to any classes of shares:
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, voting rights of members shall be as laid down in Section 47 of the Companies Act, 2013.
- (ii) A member may exercise his vote at a meeting by electronic means in accordance with the Section 108 of the Companies Act, 2013 and shall vote only once.

- (iii) In case of joint holders, the vote of the senior who tenders the vote, whether in a person or by proxy, shall be accepted to the exclusion of votes of the other joint holders.
 - (iv) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
57. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
 58. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
 59. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
 60. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
 61. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
 62. In case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

PROXY

63. (i) The instrument appointing proxy and the power of attorney or other authority, if any under which it is signed or a notarial certified copy of that power or authority, shall be deposited at the registered office of the Company not later than 48 hours the time for holding the meeting at which the person named in the instrument proposes to vote and in the default the instrument of proxy shall not be treated as valid.
- (ii) An instrument appointing proxy shall be in either of the forms in the Act or a form as near thereto as circumstances admit.
- (iii) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
Provided that no limitation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting at which the proxy is used.

DIRECTORS

APPOINTMENT & RE-APPOINTMENT:

64. (i) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three and not be more than fifteen.
- (ii) The above named Directors of the Company shall hold the office as per the provisions contained in these articles and as per the provisions of the Act.
65. The following persons are the First Directors of the Company.
 - (i) K.G. Suggula
 - (ii) S Jhansi
66. The Directors need not hold any qualification Shares.
67. Notwithstanding anything contained in these articles the office of a director shall be subject to provisions of Sections 167 and 169 and any other any other applicable provision of the Act or any other law for the time being in force.

68. Managing Director(s) shall hold the office of the Company till his directorship in the Company.
69. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint any person other than a person who fails to get appointed as a director in a general meeting, as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
70. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
71. The Directors may elect one of them to the office of the Chairman/chairperson of the Board of Directors.
72. Appointment of additional director(s), alternate director(s) and nominee director(s) will be subject to the provisions of section 161 of the Act and any other any other applicable provision of the Act or any other law for the time being in force.

ROTATION OF DIRECTORS:

73. (i) At every Annual General Meeting of the Company, all executive directors' are liable to retire by rotation. Office of all non-executive directors e.g. Independent, Nominee, Special and Debenture Directors etc. if any, shall not be subject to retire by rotation during their tenure.
- (ii) At the annual general meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing the retiring director or some other person thereto.
74. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

REMUNERATION OF DIRECTORS

75. The remuneration paid to,
- (i) the Executive Directors either by way of monthly payment or at specified percentage of the net profits of the Company or partly by one way and partly by the other.
- (ii) the Non-Executive Directors may either by way of fee, as may be decided by the Board, not exceeding such amount as may be permissible under the Rules for attending each meetings of the Board or Committee thereof, or for other business purpose; or at specified percentage of the net profits, of the Company or partly by one way and partly by the other
76. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, lodging and boarding expenses and other expenses properly incurred by them—
- (i) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (ii) in connection with the business of the company.
77. Managing Director(s) will be appointed upon such terms and conditions as the Board may think fit and may from time to time (subject to the provisions of any contract between him/her or them and the Company) remove or dismiss him or them from office and appoint another or others in his/her or their place or places. Subject to the provisions of the Act and to the approval of the Company in General Meeting, if required by the Act, the remuneration of a Managing Director or Executive Director shall from time to time be fixed by the Board of Directors and may be by way of fixed salary, perquisites, benefits or commission on profits of the Company, or by participation in any such profit or by any or all of these modes or any other mode not expressly prohibited by the Act.

DISCLOSURE OF INTEREST

78. (i) A Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in Section 184 of the Act.
- (ii) A Director or his relative, firm in which such Director or relative is a partner, or any other partner in such firm or a private company of which the Director is a member or Director, may enter into any contract with the Company for the sale, purchase or supply of any goods, materials, property or services or for underwriting the subscription of any shares in or debentures or other securities of the Company, provided that the sanction of the Board and the approval of the shareholders, if and as may be required, shall be obtained in accordance with Section 188 of the Act.
79. Subject to the superintendence, control and direction of the Board of Directors, the day to day management of the Company may be entrusted to the Director (s) or Committee of Director with power to the Board to distribute such day to day functions among such Director(s) or Committee of Director (if any), in any manner as directed by the Board, or to delegate such power of distribution to any one of them. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
80. The Board of Directors may from time to time entrust to and confer upon a Managing Director(s) or Executive Directors for the time being, save as otherwise prohibited in the Act, such powers which are exercisable under the presence of the Board as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and restrictions as they think expedient and they may subject to the provisions of the Act and these Articles confer upon such powers 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.

NOMINEE DIRECTOR

81. Subject to the provision of the Act, and notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to a financial institution whether public or private or any other body corporate hereinafter referred to as "Financial Institution") out of any loans granted by the Financial Institution to the Company or so long as the Financial Institution holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the financial institution on behalf of the Company remains outstanding the financing institution shall have a right to appoint from time to time, its nominee/s as a director or directors (which director or directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office the Nominee Director/s so appointed, and the time of removal and also in the case of death or resignation of the Nominee Director/s appointed at any time appoint any other person/persons in his/her place and also fill any vacancy which may occur as a result of such director/ceasing to hold office for any reasons whatsoever; such appointment or removal shall be made in writing on behalf of the Financial Institution appointing such nominee Director/s and shall be delivered to the Company at its Registered Office.
82. The Nominee Director/s shall not be required to hold any qualification shares in the Company to qualify him/them for the office of a director/s nor shall he/they be liable to retirement by rotation. The Board of Directors of the Company shall have no power to remove him/her from the office the Nominee Director/s appointed, subject to the aforesaid, the said nominee directors/s shall be entitled to the same rights and privileges and to subject to the same obligations as any director of the Company.
83. The Nominee Director/s so appointed shall hold the office only so long as any moneys remain owing by the Company to the Financial Institution or so long as Financial Institution holds debentures in the Company as a result of subscription or private placement or so long as the Financial Institution holds shares in the Company as a result of undertaking or direct subscription or the liability of the Company arising out of any guarantee, is outstanding and the Nominee Director/s so appointed in exercise of the said

powers shall vacate such office, immediately the moneys owing by the Company to the Financial Institution is paid off or on the Financial Institution ceasing to hold debenture/shares in the Company or on the satisfaction of the liability of the Company arising out of any guarantee furnished by the Financial Institution.

84. The Nominee Director/s appointed under this Article shall be entitled all notice and attend all general meetings and Board meeting and meeting of the committee of which the Nominee Director/s is/are member/s as also the minutes of such meeting. The Financial institution shall also be entitled to receive all such notice and minutes.
85. The Financial Institution shall be entitled to depute, observer or to attend the meeting of the Board or any other Committee constituted by the Board. The Company shall pay any expenses that may be incurred by the Financial or such Nominee Director/s in connection with his/her appointment of directorship. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled.
86. The Nominee Director/s shall notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained him/them to the Financial Institution appointing him/them as such Director/s.

PROCEEDINGS OF THE DIRECTORS

87. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
88. A director may, and the manager or company secretary on the requisition of a director shall, at any time, summon a meeting of the Board by giving a notice in writing to every other Director. Notice in writing of every meeting of the Board shall be given to every Director for the time being in India, and at his address in India to every other Director and his alternate.
89. Subject to the provisions of Section 173 of the Act and any other any other applicable provision of the Act the Directors may meet either in person or through video conferencing, capable of recording and recognizing the participation of the directors, for the conduct of businesses from time to time and shall so meet at least once in every three months and at least four such meetings shall be held in every year, provided that there is no gap of more than one hundred and twenty days between two such meetings. The Directors may adjourn and otherwise regulate their meetings, as they think fit.
90. The provisions relating to notice, agenda, quorum and minutes stated hereinafter shall mutatis mutandis apply to the meetings held through such video conferencing.
91. Subject to the provisions of Section 174 of the Act and any other any other applicable provision of the Act the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two directors, present in person or attending through video-conferencing, whichever is higher, provided that where at any time the number of interested directors exceeds or is equal to two thirds of the total strength the number of the remaining director that is to say, the number of directors who are not interested shall be the quorum during such time provided such number is not less than two. Provided that any Director participating through video conferencing shall attend in person at least one Board Meeting in a period of twelve months of each financial year.
92. If a meeting of the Board could not be held for want of a quorum then, the meeting shall stand adjourned to the same time and day next week, which is not a National Holiday, or such other date and time as may be fixed by the Chairman.
93. The Board may elect the Chairman of its meeting and determine the period for which he is to hold the office.
94. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be the Chairman of their meeting.

95. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or numbers of its body as it thinks fit.
96. Any committee so formed shall, in the exercise of the power so delegated, conform to any regulation that may be imposed on it by the Board.
97. A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within minutes after the time appointed for meeting, the members present may choose one of their members to be the Chairman of the meeting.
98. Save as otherwise expressly provided in the Act, Question arising at any meeting of the Board or committee shall be determined by a majority of votes of the directors present, and in case of an equality of votes, the Chairman has a second or casting vote.
99. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
100. All acts done by any meeting of the Board or of a committee thereof or by any person acting as a Director, shall notwithstanding that it may be afterward discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any one of them were disqualified, be as valid as if every Director or such person had been duly appointed and was qualified to be a Director.
101. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held. Passing of resolution by circulation in the Board or Committee Meeting is subject to the provisions of Section 175 of the Act and any other any other applicable provision of the Act.
102. The Board shall have power to pay such remuneration to Director(s), whether Executive or Non-Executive, for their services to the Company or for services of a professional or other natural rendered by him as may be determined by the Board. If any Director, being willing shall be called upon to perform extra services or to make any special executions in going to or residing at a place other than the place where the office of the Company is situated or where such Director usually resides, or otherwise on the Company's business then the to pay to such Director such remuneration as may be determined by the Board.
103. Subject to the provisions of the Act, a Non-Executive Director who is neither in the whole time employment nor a managing Director may be paid remuneration by way of commission if the Company so resolves.
104. The Directors may, from time to time, at their discretion raise or borrow for the purpose of the Company's business such of money as they think fit. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future including the uncalled capital or by the issue, at such price as they may think fit, of bonds or debentures of debentures-stock, either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Directors may think expedient.
105. Subject to the provisions of the Act, the Board of Directors of the Company shall be entitled to exercise all such powers, give all such consents, make all such arrangements, be nearly do all such acts and things as are or shall be by the said Act, the Memorandum of Association or by the Articles of Association of the Company or authorized to be exercised, given, make or done by the Company and are not thereby expressly directed or required to be exercised, given, made or done by the Company in General Meeting, but subject to such

regulations being (if any) not inconsistent with the said provisions as from time to time may be prescribed by the Company in General Meeting provided that no regulation so made by the company in General Meeting shall invalidate any prior act of the Directors which would have been valid if the regulations had not been made. Subject to the provisions of Section 179 of the Act and any other any other applicable provision of the Act, the Directors may delegate all or any powers by the said Act or by the Memorandum of Association by the Articles of Association of the Company reposed in them.

**CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY
OR CHIEF FINANCIAL OFFICER**

106. Subject to the provisions of the Act,—

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

THE SEAL

107. The Board shall provide for the safe custody of the seal.

108. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two Directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVES

109. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

110. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

111. Notice of any dividends that may have declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

112. No dividends shall bear interest against the Company.

113. No amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of these regulations as paid on the share.

114. The Board may,

- (i) before recommending any dividends, set aside out of the profits of the Company such as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable, for any purpose to which the profits of the Company may be properly applied, including provisions for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investment (other than shares of the Company) as the Board may, from time to time, think fit.
- (ii) also carry forward any profits that it may think prudent not to divide, without setting them aside as a reserve.
- (iii) deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the Company

PAYMENT OF DIVIDEND:

115. (i) Subject to the rights of the persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and be paid according to the amounts paid or credited as paid on the shares in respect whereof, the dividend is paid, but if so long and nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
- (ii) All dividends shall be apportioned and paid proportionally to the amounts paid or credited as paid on the shares during any proportion or proportions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such shares rank for dividend accordingly.
- (iii) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case joint holders to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (iv) Every such cheque or warrant shall be made payable to the order of the order of the person whom it is sent.
116. Any one of two or more joint holders of a share may give effectual receipt for any dividends, bonuses or other moneys payable in respect of such share.

ACCOUNTS

117. Subject to the provisions of section 128 of the Act and other applicable provisions, if any, or any other law for the time being in force, The Company shall keep at its Registered Office or at such other place in India as the Board thinks fit, all book and paper, books of account and financial statements as per applicable laws.
118. Where the Board decides to keep all or any of the Books of Accounts 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.
119. Where 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 registered office or other place in India, at which the Company's Books of Accounts are kept as aforesaid.
120. The Books of Account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain its transactions. The books of Account and other books and papers shall be open to inspection by any Director during business hours.
121. The Directors shall from time to time, in accordance with Section 128, 129 and 134 the Act, cause to be prepared and to be laid before the Company in General Meeting such Financial Statements as are required by these sections.
122. Subject to the provisions of Section 131, with the prior approval of Tribunal, the Directors shall, if they consider it to be necessary and in the interest of the Company, be entitled to amend the Audited Accounts of the Company and their Report of any financial year which have been laid before the Company in General Meeting. The amendments to the Accounts and such Report effected by the Directors in pursuance of this Article shall be placed before the Members in General Meeting for their consideration and approval.
123. Subject to the provisions of Section 136 of the Act, a copy of every such Financial Statement (including the Auditors' Report and every other document required by law to be annexed or attached to the balance sheet) or Annual Report shall at least 21 days before the meeting at which the same are to be laid before the members, be sent to the members of the company, to every trustee for the holders of any debentures issued by the company, whether such member, or trustee is or is not entitled to have notices of general meetings of the Company sent to him, and to all persons other than such members or trustees, being persons so entitled.

AUDIT

Subject to the provision of Section 139 of the Companies Act, 2013.

124. (i) The Auditors, whether statutory, branch or internal, shall be appointed and their rights and duties shall be regulated in accordance with the provisions of the Act and the Rules made thereunder.
- (ii) Once at least in every year accounts of the Company shall be audited and correctness of the final accounts be ascertained by one or more Auditor or Auditors.
- (iii) The accounts of the Company when audited and approved by general meeting shall be conclusive.

DOCUMENTS AND NOTICE

125. A document or notice may be served or given by the Company on any Member either personally or by sending it by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be prescribed.
126. Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, preparing and posting a 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 by registered post with or without acknowledgment due or under any other permissible mode and has deposited with the Company a sum sufficient to defray the expenses of 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 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 expiration of forty eight hours (48) after the letter containing the document or notice is posted and in any other cases, at the time at which the letter would be delivered in the ordinary course of post.
127. In case of a document or notice is sent by electronic means, service of the document or notice shall be deemed to be effected on the date of sending the same.
128. A document or notice advertised in a newspaper circulating in the neighborhood of the office shall be deemed to be duly served or sent on the day on which the advertisement appears on to every member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him.
129. A document or notice may be served or given by the Company on or to the joint-holders of a share by serving or giving the document or notice on or to the joint-holder named first in the Register of Members in respect of the share.
130. A document or notice may be served or given by the Company on or to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in prepaid letter addressed to them by name or by the title of representatives of the deceased, or assignee of the deceased, or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.
131. Documents or notices of every General Meeting shall be served or given in same manner hereinbefore authorised on or to (a) every Member, (b) every person entitled to a share in consequence of the death or insolvency of a member, (c) the Auditor or Auditors for the time being of the Company, and (d) Directors of the Company.
132. A document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed.
Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode.

133. Any documents or notice to be served or given by the Company may be signed by a Director or some person duly authorised by the Board of Directors for such purpose and the signature thereto may be written, printed or lithographed.

WINDING UP

134. The Liquidator on any winding-up (whether voluntary, under supervision or compulsory) may, with the sanction of a Special Resolution, but subject to the rights attached to any preference share capital, divide among the contributories in specie 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 as the liquidator, with the like sanction, shall think fit.

INDEMNITY AND RESPONSIBILITY

135. Subject to the provisions of the Act, every Director, Officer or Agent for the time being of the Company shall be indemnified out of the assets of the Company against all liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is granted to him by the Court.
136. Every officer, auditor and agent for the time being of the Company and every trustee for the time being acting in relation to any affairs of the company shall be indemnified and secured harmless out of the assets and the profits of the company against all action, cost, charges, losses, damages and expenses which any such officer, auditor, agent or trustee may incur or sustain by reason of any contract entered into or act or thing done, concurred in or omitted by him as such officer, auditor, agent or trustee or in any way in or about the discharge of his duties or supposed duties otherwise than in respect of any negligence, default, misfeasance, breach of duty or breach of trust of which he may be guilty in relation to his company.
137. The heirs, executors and administrators of every one of the aforesaid officer, auditor, agents and trustees shall be entitled to the benefits of the indemnities set forth in clause (a) and (b) of this Article.

SECRECY

138. 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 Board, before entering upon his duties sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these presents contained.
139. No member shall be entitled to visit or inspect any work of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's secret process or any other matter which is or may be in the nature of a 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 Directors, it would be inexpedient in the interest of the Company to disclose.

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

Sr. No.	Name of Subscribers	Address, description and occupation of the subscribers	Number of equity shares taken by each subscriber	Witness with address, description and occupation
1	2	3	4	5
1.	K.G. Suggula S/o. S.S.R. Moorthy	Flat No. 4. Plot No. 24, Gayatri Nagar, Srinavasa Nagar Colony East, Hyderabad - 500 028.	20 (Twenty only)	V. Mallikarjuna Reddy S/o. Krishna Reddy 27, S.B.H. Colony, Behind D.B.R. Mills., Hyderabad - 500 380 Chartered Accountant
2.	S. Jhansi W/o. K.G. Suggula	Flat No. 4. Plot No. 24, Gayatri Nagar, Srinavasa Nagar Colony East, Hyderabad - 500 028.	20 (Twenty only)	
Total No. of Shares Taken			40 (Forty only)	

Dated this 10th day of December, 1987 at Hyderabad

HIGH COURT ORDERS

Case No. 133/1998
Government of India
Board for Industrial and Financial Reconstruction
(Monitoring II Section)

9th Floor Annexe,
Jawahar Vyapar Bhawan
1, Tolstoy Marg,
New Delhi - 110 001.

Dated 17-09-2008

PH: 011-23701200/146
Fax : 011-23701211
Telegraph : BINFIREC

To

As per distribution list

SUB: M/s. PLANT ORGANICS LIMITED.

Case No. : 133/1998

Sir,

I am directed to forward a C.T.C. of proceeding/~~order~~ dated 28.08.08 for your information and necessary action. *& modified rehabli Scheme*

Yours faithfully


(HK Sharma)
Section Officer (Mon II)



BOARD FOR INDUSTRIAL AND FINANCIAL RECONSTRUCTION

CASE NO. 133/1998 : M/S. PLANT ORGANICS LIMITED

**SUMMARY RECORD OF PROCEEDINGS OF THE HEARING HELD
ON 28.8.2008 AT HYDERABAD BEFORE THE BENCH CONSISTING OF
S/SHRI A.K. GOSWAMI, CHAIRMAN AND K.CHERIAN VARGHESE,
MEMBER**

BENCH-I

PRESENT

**Name & Designation of the
Representatives S/Shri/Ms**

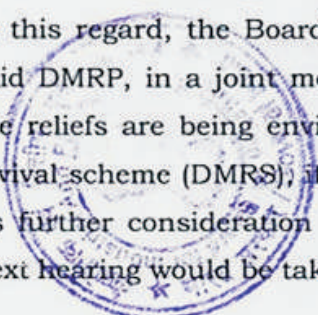
M/s. Plant Organics Ltd (POL)	Rajesh Bohra, Advocate T. Laxmi Narayan
M/s SMS Pharmaceuticals Ltd (SMSPL)	R Sreenivas Jha, C.S. N. Rajendra Prasad, GM(Fin) T.V.V.S.N. Murthy, V.C. & J.M.D.
IDBI (MA)	Sujata Majumdar, Asstt Manager
Sales Tax Deptt	J. Mruthyun Jaya Rao, Commercial Tax Officer
DIT (R)	Syed Saleem, DCIT
Central Excise	R. Vasudeva Murthy, Superintendent
ESIC	J.S. Murthy, Dy Director
M/s Cata Pharma Chemicals Ltd	Dr Karwa

Past Developments :-

1. The Board sanctioned a scheme u/s 18(4), read with 19(3) of the Act, for the revival of the sick company M/s POL, vide its order dated 10/06/03, having considered the cut-off date (COD) as 31.12.01. As per the profitability /viability projected in the SS-03, the net worth of the company was expected to turn positive by 2005-06. The company's entire accumulated losses are, however, expected to be completely wiped-out by 2008-09. The Board appointed IDBI as the monitoring agency (MA) to monitor the progress of implementation of the SS-03.

2. The SS-03, besides being monitored by the MA (IDBI), is being reviewed by the Board, though review hearing(s) (RH), and the Board, in its 1st RH held on 13/09/06, noted, *interalia*, that the company defaulted in making payments of the crystallized dues of the company's secured creditors. The Board, however, noted that the company M/s POL identified a strategic investor M/s Zyden Gentech Ltd. (ZGL), Rajasthan for the company's revival and the promoter(s) also expressed their confidence that the induction of this strategic investor would enable the company to pay the balance dues of the company's secured creditors, latest by 31/03/07. As the SS-03 *abinitio* failed to revive the company, the Board declared the SS-03 as 'failed', but the Board acceded to the request of the company to grant three (3) months time for submission of details in regard to the strategic investor and the Board also directed the MA to formulate a draft modified rehabilitation scheme (DMRS) for the company's revival, within the same period of 3 months, for its further consideration by the Board.

3. The Board took the subsequent RH on 12.9.07 at Hyderabad, when the Board noted, *interalia*, that the company received certain amount of fund from the new investor/incoming promoter(s) M/s S.M.S. Pharmaceuticals Ltd. (SMSPL) for the revival of the sick company M/s POL. The Board also noted that the company M/s POL, by way of receipt of fund from the new investors/ incoming promoter(s) i.e. M/s SMSPL, settled/ paid the dues of all its secured creditors and also the fund earlier received from the investor M/s ZGL. As the company submitted a draft modified revival proposal (DMRP) in the Board's said hearing held on 12.9.07, envisaging merger of the sick company M/s POL with M/s SMSPL and none of the concerned agencies present in the Board's said hearing raised any objection in this regard, the Board directed the MA (IDBI) to examine/consider the said DMRP, in a joint meeting (JM) of the concerned agencies from whom the reliefs are being envisaged and to prepare/ submit the draft modified revival scheme (DMRS), if the said DMRP is found to be feasible/ viable, for its further consideration by the Board. The Board also directed that the next hearing would be taken by the Board on 10.12.07.



4. The Board, took another RH on 10.12.07, when the Board noted that the company submitted an up-dated DMRP to the MA, consequent to which delay occurred for preparation/submission of the DMRS by the MA (IDBI). The Board, in its said RH on 10.12.07, directed the MA/OA (IDBI) to examine /consider the company's up-dated DMRP, in a JM of the concerned agencies, and, thereafter, to prepare/ submit a DMRS, within a period of 2 months, for its further consideration/approval by the Board.

5. The MA (IDBI), vide their letter dt. 16.5.08, has submitted a DMRS, envisaging, *interalia*, the merger of the sick company M/s POL with M/s SMSPL, having considered the COD/ date of merger as 1.1.08, alongwith the copy of the minutes of the JM convened by them on 22.4.08.

6. Based on the revival scheme submitted by IDBI (OA), the Board prepared a Draft Modified Rehabilitation Scheme (DMRS) for the revival of the company which was circulated to all concerned for consent as required u/s 19(2) read with Section 19(1) of SICA. The DMRS envisages merger of the sick company M/s POL with M/s SMSPL and the same is also tied-up with the means of finance. The Board also notes that, by virtue of the proposed merger of the sick company M/s POL with M/s SMSPL, the company's networth would turn positive immediately after its merger and the company's operations would also be profitable/ viable on a long-term basis. It was also directed that short particulars of the said scheme be published in two local dailies, one English and one vernacular having circulation in the locality where the registered office of the company was set up, inviting objections/suggestions within 60 days from the date of the order and objections/ suggestions with regard to the DRS were to be heard on 28.08.2008.

7. **Hearing held on 28.8.2008**

7.1. The ld advocate appearing on behalf of the company submitted that as per the DMRS, the company's net worth would turn positive immediately after its merger and the company's operations would also be profitable/ viable on a long-term basis. Continuing he submitted that the company

vide their letter dated 19.8.2008 had requested to modify the following clause in the DMRS to give more clarity in respect of certain demands which were not known at the time of preparation of DMRS and were not subject matter of appeals and were most essential for revival of the company :-

The 4th line of Clause 2 (Annexure II of the scheme) be modified as under:

As per DRS - 6,48,785

Amended to read - 6,48,879

7.2 The Id advocate appearing on behalf of the company further submitted that M/s SMSPL vide letter dated 20.8.2008 had requested to modify the following clauses in the DMRS to correct the typographical error and to provide clarity:-

(i) First line of Clause 8 (Annexure II of the scheme)

As per DRS - Transferor

Amended to read - Transferee

(ii). First line of Clause 9 (Annexure II of the scheme)

As per DRS - Transferee

Amended to read - Transferor

(iii). Second line of Clause 9 (Annexure II of the scheme)

As per DRS - Transferee

Amended to read - Transferor

(iv) Second line in second para of Clause 9 (Annexure II of the Scheme)

As per DRS - Transfer

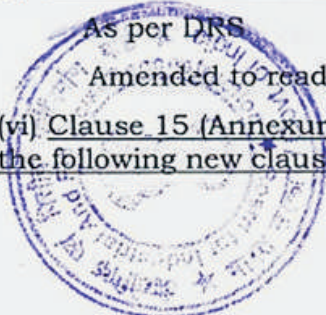
Amended to read - Transferor

(v). Tenth line of Clause 12 (Annexure II of the scheme)

As per DRS - therefore

Amended to read - there

(vi) Clause 15 (Annexure II of the scheme) to be numbered as 15(i) and the following new clause be added as 15(ii):-



“15.(ii) No Certificate (s) shall be issued in respect of fractional entitlements, if any, by the Amalgamated Company, to which the Members may be entitled on issue and allotment of shares of the Amalgamated Company as aforesaid in clause 15 (i). The Board of Directors of the Amalgamated Company shall, instead of consolidate all such fractional entitlements and thereupon issue and allot equity shares in lieu thereof to a director or an officer of the Amalgamated Company or such other person as the Board of Directors of the Amalgamated Company shall appoint in this behalf who shall hold the shares in trust on behalf of the Members entitled to fractional entitlements with the express understanding that such director (s) or officer (s) or person (s) shall sell the same in the market of such time or times and at such price or prices in the market and to such person or persons, as it/he/they deem fit, and pay to the Amalgamated Company, the net sale proceeds thereof, whereupon the Amalgamated Company shall distribute such net sale proceeds to the Members in proportion to their respective fractional entitlement.”

(vii) . Clause 17(iv) (Annexure II of the scheme)

Add the word “Goodwill or” in line 7th line before the word “General Reserve”.

(viii) In the first line Clause 22 (Annexure II of the scheme)

As per DRS - Transferor

Amended to read - Transfer

(ix) In the fourth line Clause 22 (Annexure II of the scheme)-

As per DRS - Transferee company

Amended to read - Transfer shall be

(x) The existing Clause 22(b) (Annexure II of the scheme) be deleted and the following para may be inserted :-

All members whose names shall appear in the register of members in the transferor company on such date as the board of directors of the transferee company may determine subject to approval of BIFR shall surrender their share certificates for cancellation thereof to the transferee company. In default, upon the allotment of shares in the transferee company to the share holders of the Transferor Company whose names appear in the Register of Members of the Transferor Company on such date as aforesaid, the share certificates in relation to the shares held by them in the transferor company shall be deemed to have been cancelled.

(xi) Clause 23 (Annexure II of the scheme)

As per DRS - Transferee

Amended to read - Transferor

(xii) Clause 27(b) (Annexure II of the scheme)

Delete the following sentence from the last line of the sub para after the word 1961 :-

"only in respect remission of any liability, which is specifically provided in the revival scheme.

(xiii) In 2nd line of Clause 31 (Annexure II of the scheme) after the words "SEBI" the word "the SCRA, 1956" be inserted.

(xiv). In the 7th line Clause 32 (Annexure II of the scheme)

As per DRS - payment of consideration

Amended to read - allotment of shares

7.3 The representative of Sales Tax Deptt submitted that the Board had directed them vide Order dated 10.6.2003 that the sales tax arrears would be deferred along with other concessions in terms of State Policy. As such Dy Commissioner (CT) had granted approval to company to pay the arrears for the years 1997-98 to 2000-01 amounting to Rs 5,66,690.00 in 19 installments @ Rs 28,350.00. But the company had paid only two installments. The company filed an appeal in STAT and as per the directions of STAT the assessments had been revised on 27.5.2008 and an amount of Rs 18.68 lakh on account of total demand and Rs 8.84 lakh on account of interest were outstanding against the company. Continuing he submitted that the company had filed refund petition for VAT for the period from 1.4.2005 to 31.3.2007 and it was being processed.

7.4 The representative of DIT(R) submitted that in order to enable them to form an opinion on the reliefs in the DMRS, the company was asked to submit certain information vide letter dated 7.7.2008. The company did not furnish the information. In view of this, DIT requested that the words 'to consider' may be prefixed to the sub para 5 & 6 of para 8.4 of DMRS under reliefs and concession sought from Income Tax Department.

7.5 The representative of Catapharma Chemicals Pvt Ltd (CCPL) submitted that they had provided material to the company and not any unsecured loan. The proposal to settle their dues mentioned in para 8.12, point No. 2 of DMRS wherein it was stated that CCPL to accept 50% of the principal amount outstanding of Rs 7.99 lakh towards full & final settlement of their dues was not acceptable. At this juncture, the advocate appearing on behalf of the company submitted that the company would pay 100% of the principal outstanding to CCPL and the representative of CCPL agreed to this.

7.6 The representative of Central Excise submitted that the company had filed an appeal in Hon'ble A.P. High Court (APHC) in respect of a demand of Rs 38.91 lakh and the company had asked for waiver of all penalties, interest and liquidated damages on the demand crystallized on finalisation of the appeals. The representative finally requested the Bench to prefix the words 'to consider' to sub para 1 of para 8.5 of DMRS under reliefs and concession sought from Central Excise Department.

8(i) The Bench on consideration of facts, merits of the case, the material on record and also submissions made in the hearing, noted that the concerned parties were agreeable to the provisions of the scheme and the same was acceptable otherwise also. The Bench directed that the word 'To consider' be prefixed before the reliefs envisaged in paras 8.4.5 and 8.4.6 from Income Tax Department and para 8.5.1 from Central Excise Department in the Scheme. The Bench further directed that amendments sought by the company in the DRS be also incorporated in Clauses 2, 8, 9, 12, 15, 17(iv), 22, 23, 27(b), 31 and 32 of Annexure II of the Scheme as indicated under paras 7.1 and 7.2(i) to (xiv) of these proceedings.

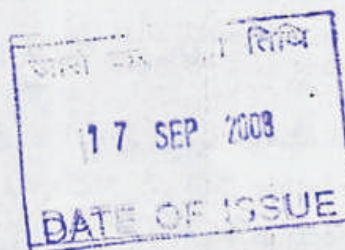
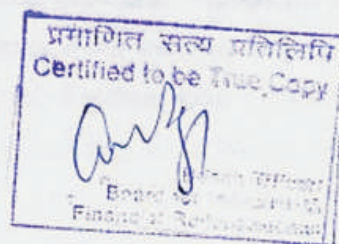
(ii) With the above amendments, the Bench sanctioned the Modified Rehabilitation Scheme (MS-08) with effect from today in terms of section 19(3) read with section 18(4) of SICA and IDBI (MA) was directed to over-see the implementation of scheme on behalf of the Board.

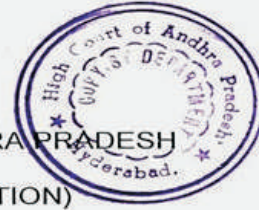
9. The modified rehabilitation scheme (MS-08) appended with these proceedings is hereby circulated for implementation by all concerned.


(K CHERIAN VARGHESE)
MEMBER


(A.K. GOSWAMI)
CHAIRMAN

Encl : Modified Rehabilitation Scheme (MS-08) - 39 pages.





✓ IN THE HIGH COURT OF JUDICATURE, ANDHRA PRADESH
AT HYDERABAD
(ORDINARY ORIGINAL/CIVIL JURISDICTION)

THURSDAY, THE NINETEENTH DAY OF JUNE
TWO THOUSAND AND EIGHT

PRESENT
THE HON'BLE SRI JUSTICE NOOTY RAMAMOHANA RAO

COMPANY PETITION NO.132 of 2007
IN
COMPANY APPLICATION NO. 2195 OF 2007

IN THE MATTER OF THE COMPANIES ACT (1 of 1956)
AND
IN THE MATTER OF SECTIONS 391 AND 394 OF THE SAID ACT
AND
IN THE MATTER OF M/s. SREENIVASA PHARMA PRIVATE LIMITED
WITH
IN THE MATTER OF M/S. SMS PHARMACEUTICALS LIMITED

M/s. Sreenivasa Pharma Private Limited, a company incorporated under the Companies Act, 1956 having its Regd. office at Plot No.66/B-2, Phase-1, IDA, Jeedimetla, Hyderabad-500 055, rep. by its Director, Smt. T.V.V.S.N. Murthy

..... PETITIONER/
(Transferor Company)

Petition under Sections 391 and 394 of the Companies Act, 1956 of the Original side Rules, praying that this High Court may be pleased to

The Petitioner/ Transferor company therefore prays:-

- (a) That the scheme of amalgamation as approved by the shareholders of the petitioner company and the transferee company, a copy of which is filed hereto as Annexure-A5, be sanctioned and confirmed by this Hon'ble High Court so as to be binding on all the members, creditors and employees of the petitioner company and all concerned.
- (b) for an order that the Petitioner/ Transferor company be dissolved without going through the process of winding up.
- (c) For an order under section 394 of the Act that the petitioner company do within 30 days after the date of the orders, cause a certified copy to be delivered to the Registrar of Companies, Andhra Pradesh, Hyderabad for registration and on such certified copy being delivered or such date as this Hon'ble High Court may deem fit, the Registrar of Companies Andhra Pradesh, Hyderabad shall take all necessary consequential action in respect of the petitioner company and also dissolution of the transferor company without going through the process of winding up.
- (d) that the parties of the scheme or other persons interested shall be at liberty to apply to this Hon'ble High Court for any direction that may be necessary in regard to the carrying out of the scheme of amalgamation , and



//2//

This Petition coming on for orders upon reading the Judge's Summons and the affidavit dated: 19-12-2007 and filed by Sri. T.V.V.S.N. Murthy in support of this petition and the Counter affidavit and upon hearing the arguments of Sri. V.S. Raju, Advocate for the Petitioner and Sri. Anil Kumar, on behalf of the Official Liquidator and Sri. A. Rajasekhara Reddy, Assistant Solicitor General on behalf of the Central Government.

The Court made the following: Order

ORDER:



Heard Sri V.S. Raju, the learned counsel for the petitioner, Sri AHIL Kumar on behalf of the Official Liquidator and the learned Assistant Solicitor General on behalf of the Central Government.

This petition has been filed under Sections 391 and 394 of the Companies Act, 1956 by the transferor company claiming for the sanction/approval of the Scheme of Amalgamation, as approved by the shareholders of the petitioner company for dissolving the transferor company without going through the process of winding up and for an order under Section 394 of the Act to cause a certified copy to be delivered to the Registrar of Companies, Andhra Pradesh, Hyderabad for the purpose of registration within 30 days.

By an order passed on 17th December 2007, this Court, while considering Company Application No. 2195 of 2007 moved by the transferor company/petitioner herein, has dispensed with the meeting of the shareholders to consider and approve the Scheme of Amalgamation.

The petitioner company has been incorporated on 1st May 1995 with its registered office at Plot No. 66/B-2, Phase-1, IDA, Jeedimetla, Hyderabad. The authorized share capital of the petitioner/transferor company as on 31st March 2007 is Rs.350 lacs divided into 35 lac equity shares of Rs.10/- each. The issued, subscribed and paid up capital of the company is Rs.330 lacs divided into 33 lac equity shares of Rs.10/- each. Entire share capital, subscribed and paid up has been held by the transferee company. Thus, the transferor company is a subsidiary of the transferee company, which is the holding company.



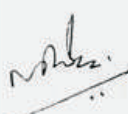
The objects for which the petitioner company came to be established are to carry on business to manufacture, import, export, buy, sell, distribute and deal in bulk drugs, medicines, finished drugs, formulations, compounds and pharmaceuticals, chemicals (organic and inorganic) and drug intermediates, etcetera.

The Board of Directors of the petitioner company met on 29th October 2007 and passed resolution approving the Scheme of Amalgamation of the company with the transferee company with effect from 1st April 2007, subject to approval/consent of the shareholders and confirmation by this Court. Similarly, the Board of Directors of the transferee company met on 29th September 2007 and approved the Scheme of Amalgamation of the transferor company with effect from 1st April 2007 subject to similar approval/consent of their shareholders and confirmation of the scheme by this Court. The 12th annual general meeting of the transferor company was held on 11th August 2008 at 11.00 a.m. at its registered office, where the audited accounts of the company for the financial year that ended on 31st March 2007 together with the Directors and Auditors report thereon has been considered and adopted. The transferee company also held its 19th annual general meeting on 28th September 2007 at 11.00 a.m. at Jubilee Hills International Center, Jubilee Hills, Hyderabad, whereat the profit and loss account for the year ended with 31st March 2007 and balance sheet as on that date along with the reports of the Directors and Auditors thereon has been considered and adopted. The audited reports of the transferor company as well as the transferee company would clearly indicate that by sanctioning the Scheme of Amalgamation of the transferor company with the transferee company, the interests of the secured and unsecured creditors of the transferor company will not be

MRK.

put to any jeopardy or adverse impact or disadvantage. The financial position of the transferee company clearly indicates that the net value of its assets is far more than its liabilities and since the financial and administrative condition of the transferee company apparently being far more sound and healthy than the transferor company, it will be in the interests of the transferor company to get amalgamated with the transferee company, which is also incidentally carrying on the same functions of manufacture of bulk drugs and drug intermediates. By amalgamation of the transferor company's activities with the transferee company, the additional thrust for carrying on and putting to optimum utilization of the infrastructural facilities under a common umbrella will receive the necessary impetus, thus, contributing to likely further growth of its business and profitability of the amalgamated unit.

The transferor company has four secured creditors, namely; Export Import Bank of India, UTI Bank (since re-christened as AXIS Bank), State Bank of India and ICICI Bank. The auditor of the transferor company who has inspected and verified the books of accounts and records of the company, by a certificate dated 25th March 2008, has certified the details of the secured loans of the company. The secured creditors of the transferor company, namely; Export Import Bank of India, by its communication dated 27th May 2008, had expressed its 'no objection' to the Scheme of Amalgamation of the transferor company with the transferee company. AXIS Bank, through its communication dated 20th December 2007, had also conveyed its 'no objection' for merger of the transferor company with its holding company, the transferee company. State Bank of India, another secured creditor, through its communication dated 28th February 2008, had also communicated its 'no objection' for sanction of the Scheme of Amalgamation of the





transferor company with the transferee company. ICICI Bank, on 28th March 2008, expressed a similar 'no objection' for sanction of the Scheme of Amalgamation of the transferor company with the transferee company. As was already noticed supra, there are only two shareholders of the transferor company. The entire share capital subscribed and paid up was held by the holding company and the other shareholder was none other than the nominee of the said holding company. Since the transferee company has already made and conveyed its approval for the sanction of Scheme of Amalgamation of the transferor company, the shareholders of the transferor company have thus conveyed their full consent for the sanction of the scheme. The Registrar of Companies, Andhra Pradesh, Hyderabad, by his affidavit dated 26th February 2008, has conveyed, in principle, for sanction of the Scheme of Amalgamation subject to the transferor company producing 'no objection' letter/certificates from the secured creditors and subject to the transferee company furnishing the intimation to the Stock Exchanges where its shares are listed, as is required in terms of the listing agreement of the transferee company. As was already noticed supra, 'no objection'/consent letters of the secured creditors of the transferee company have already been filed.

By an affidavit filed by Sri T.V.V.S.N. Murthy, Director of the transferor company, on 17th March 2008, enclosed the material regarding the intimation to the Bombay Stock Exchange by the transferee company. Thus, the requirements, as pointed out by the Registrar of Companies, have been accomplished. The Official Liquidator, by his report dated 22nd February 2008, has opined that the affairs of the company appear to have not been conducted in a manner prejudicial to the interest of the members or to the public interest and

hence, the scheme may be considered subject to the other requirements pointed out in the said report. The various requirements contained in the report filed by the Official Liquidator have since been complied with by the transferor company in all respects and the said fact has been asserted. The only question that remains to be considered is whether a separate application is also needed to have been taken out by the transferee company, but however, such a question has fallen for consideration and the same was answered in the following two judgments; namely; **In re: Nebula Motors Limited¹** and **M/s Magnaquest Solutions Pvt. Ltd.²** and it has been categorically pointed out by this Court that if the Scheme of Amalgamation is between the 100% subsidiary and its holding company, then the Scheme of Amalgamation, if otherwise satisfies the requirements, can be sanctioned without there being a corresponding application taken out by the transferee company.

In view of the settled legal position, there is no further necessity for the transferee company to seek separately the sanction of the Scheme of Amalgamation of the transferor company with it.

I, therefore, consider it appropriate to order for the amalgamation of the transferor company with its holding company, namely; SMS Pharmaceuticals Limited and sanction the scheme as set out at Annexure-A5. The transferor company, in view of the sanction of its amalgamation with the transferee company, be dissolved without going through the process of winding up. The transferor company is directed to cause a certified copy of this order to be delivered to the Registrar of Companies, Andhra Pradesh, Hyderabad for registration within a period

¹ 2003(5) ALD 327

² 2007 CLC 1889



of 30 days from the date of receipt of the certified copy of this order rendered available by the registry of this Court.

With this, the company petition stands disposed of.

SD/-S. VARALAKSHMI
JOINT REGISTRAR

// TRUE COPY //

SECTION OFFICER

To

1. The Director, Smt. T.V.V.S.N. Murthy, M/s. Sreenivasa Pharma Private Limited, Regd. office at Plot No.66/B-2, Phase-1, IDA, Jeedimetla, Hyderabad-500 055
2. One copy to the Official Liquidator, 3-5-398, C.P.W.D. Building Kendriya Sadan Sultan Bazar, Koti, Hyderabad.
3. One copy to the Registrar of Companies, A.P., 3-5-398, CPWD Building, Kendriya Sadan, Sultan Bazar, Koti Hyderabad.
4. One C.C. to Sri. A. Rajasekhara Reddy, Assistant Solicitor General (OPUC)
5. Two CD. Copies
6. One C.C. to Sri. V.S. Raju, Advocate (OPUC)

Prk *EV*

Prakash
SUPERINTENDENT
COPYIST DEPARTMENT
HIGH COURT OF A.P.
HYDERABAD



**IN THE HIGH COURT OF JUDICATURE, ANDHRA PRADESH
AT HYDERABAD**

(ORDINARY ORIGINAL/CIVIL JURISDICTION)

**THURSDAY, THE NINETEENTH DAY OF JUNE
TWO THOUSAND AND EIGHT**

**PRESENT
THE HON'BLE SRI JUSTICE NOOTY RAMAMOHANA RAO**

**COMPANY PETITION NO.132 of 2007
IN
COMPANY APPLICATION NO. 2195 OF 2007**

**IN THE MATTER OF THE COMPANIES ACT (1 of 1956)
AND
IN THE MATTER OF SECTIONS 391 AND 394 OF THE SAID ACT
AND
IN THE MATTER OF M/s. SREENIVASA PHARMA PRIVATE LIMITED
WITH
IN THE MATTER OF M/S. SMS PHARMACEUTICALS LIMITED**

M/s. Sreenivasa Pharma Private Limited, a company incorporated under the Companies Act, 1956 having its Regd. office at Plot No.66/B-2, Phase-1, IDA, Jeedimetla, Hyderabad-500 055, rep. by its Director, Smt. T.V.V.S.N. Murthy

**..... PETITIONER/
(Transferor Company)**

Petition under Sections 391 and 394 of the Companies Act, 1956 of the Original side Rules, praying that this High Court may be pleased to

The Petitioner/ Transferor company therefore prays:-

- (a) That the scheme of amalgamation as approved by the shareholders of the petitioner company and the transferee company, a copy of which is filed hereto as Annexure-A5, be sanctioned and confirmed by this Hon'ble High Court so as to be binding on all the members, creditors and employees of the petitioner company and all concerned.
- (b) for an order that the Petitioner/ Transferor company be dissolved without going through the process of winding up.
- (c) For an order under section 394 of the Act that the petitioner company do within 30 days after the date of the orders, cause a certified copy to be delivered to the Registrar of Companies, Andhra Pradesh, Hyderabad for registration and on such certified copy being delivered or such date as this Hon'ble High Court may deem fit, the Registrar of Companies Andhra Pradesh, Hyderabad shall take all necessary consequential action in respect of the petitioner company and also dissolution of the transferor company without going through the process of winding up.
- (d) that the parties of the scheme or other persons interested shall be at liberty to apply to this Hon'ble High Court for any direction that may be necessary in regard to the carrying out of the scheme of amalgamation , and



//2//

This Petition coming on for orders upon reading the Judge's Summons and the affidavit dated: 19-12-2007 and filed by Sri. T.V.V.S.N. Murthy in support of this petition and the Counter affidavit and upon hearing the arguments of Sri. V.S. Raju, Advocate for the Petitioner and Sri. Anil Kumar, on behalf of the Official Liquidator and Sri. A. Rajasekhara Reddy, Assistant Solicitor General on behalf of the Central Government.

THE COURT DOTH ORDER AS FOLLOWS:-

1. That this Court doth hereby sanction the scheme of amalgamation and doth hereby declare the same to be binding on the transferor company Viz., M/s. Sreenivasa Pharmaceuticals Private Limited
2. That all the property, rights and powers of the transferor company specified in the scheme of amalgamation annexed here to and all the other property rights and powers of transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to section 394 (2) of the Companies Act, 1956 be transferred to and vest in the transferee company for all estate and interest of the transferor company therein but subject nevertheless to all charges now affecting the same.
3. That all the liabilities and duties of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to section 394(2) of the Companies Act, 1956 be transferred to and become the liabilities and duties of the transferee Company,
4. That all proceedings now pending by or against the transferor company be continued by or against the transferee company,
5. That the transferee Company do without further application allot to such members of the transferor Company as have not given such notice of dissent as is required by the Scheme the shares in the transferee company to which they are entitled under the said Scheme of amalgamation and.
6. That the transferor company do within 30 days from the date of receipt this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered the transferor company shall stand dissolved and the Registrar of Companies shall place all documents relating to the transferor company and registered with him on the file kept by him in relation to the transferee company and the files relation to the said two companies shall be consolidated Accordingly.
7. That any person interested shall be at liberty to apply to the Court in the above matter for any directions that may be necessary.
8. That there be no order as to costs in this petition.

Note:- (Scheme of Amalgamation is annexed hereto)

// TRUE COPY //

SD/-S. VARALAKSHMI
JOINT REGISTRAR

SECTION OFFICER

To

1. The Director, Smt. T.V.V.S.N. Murthy , M/s. Sreenivasa Pharma Private Limited, Regd. office at Plot No.66/B-2, Phase-1, IDA, Jeedimetla, Hyderabad-500 055
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Prk *SV*

P. Manoj Reddy
SUPERINTENDENT
COPYIST DEPARTMENT
HIGH COURT OF A.P.
HYDERABAD