FORM NO. I.R.

CERTIFICATE OF INCORPORATION

I hereby certify that...

PUNJAB STATE GRAINS PROCUREMENT CORPORATION LIMITED

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

10-03-2003

Given under my hand at JALANDHAR this 10th March, Two Thousand Three.

(19th Phalguna, Saka, 1924)

(DIMAN CHAND)

Registrar of Companies
Punjab, H.P. & Chandigarh.
Memorandum of Association
of
Punjab State Grains Procurement Corporation Limited
(INCORPORATED UNDER THE COMPANIES ACT, 1956)
(Punjab Government Undertaking)

I. The name of the Company is "Punjab State Grains Procurement Corporation Limited;"

II. The registered office of the Company will be situated in the Union Territory of Chandigarh.

III. The objects for which the Company is established are as follows:

(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:

1. To undertake trade, purchase, storage, movement, including inter-state movement, distribution and sale of foodgrains and other food-stuffs.

2. To undertake procurement, import, supply and distribution of such essential commodities as identified by the Government from time to time.

3. To make such other arrangements as to ensure the availability of essential commodities in the market at reasonable rates, as may be deemed necessary.

4. To undertake and promote trade in any commodity which may be considered feasible commercially or which may be considered necessary to either maintain the line of supplies or to maintain prices in the market.

5. To trade or carry on business in other kinds of merchandise and for the purpose to purchase, store and sell all kinds of goods included in this category.

6. To carry out and implement any food policies or such other policies of Government, Central or State, as may be directly or indirectly linked with the objects of the Company and also to act as the agents of Punjab and Central Government or Food Corporation of India or any other institution or body corporate or society in the matter of procurement and distribution, both wholesale and retail, of foodgrains and foodstuffs.

7. To carry our all such activities and trades as may ensure suitable price to the primary producer of agricultural commodities and protect the consumer from the vagaries of speculative trade.

8. To regulate and monitor the functioning of all trades and business related directly or indirectly with the functioning of procurement trade by taking whatever regulatory measures that may be required for this.

9. Any other activity or work assigned by the Government relating to procurement & Distribution of grains.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

1. To carry on any other trade or business of a character similar or analogous to the trade or businesses herein-before mentioned or any business which may seem to the Company to be capable of being conveniently and/or profitably carried on in connection therewith, or may seem to the Company calculated, directly or indirectly, to enhance the value of any of its property or rights or to further any of its objects.
2. To acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, minerals, water works, plant, machinery, stock-in-trade, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company and to build or erect upon any land of the Company, howsoever acquired, such manufactories, workshops, warehouse, offices, residences and other buildings and to effect such machinery and construct such roads, ways, tramways, railway branches or sidings, bridges, reservoirs, watercourses, hydraulic works and other works and conveniences as may be deemed necessary for the purposes of the Company, or any of them and to hold property either in the Indian Union or abroad.

3. To purchase, take or lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interest whatsoever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal or rights or powers of any kind, which may appear to be necessary or convenient for any business of the Company.

4. To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere any patents, patent rights, brevets, invention, trade marks, designs, licences, protections, concessions and the like conferring any exclusive, non-exclusive or limited right to use any secret or other information as to any invention or otherwise or any process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company.

5. To acquire, build, make, construct, equip, maintain, improve, alter and work factories, buildings, roads, water courses and other works and conveniences which may be necessary or convenient for the purposes of the Company, or may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, or control thereof.

6. To acquire and hold, issue on commission and otherwise deal in and convert shares, stocks, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted for carrying on business in India or elsewhere and also debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, sovereign ruler, commissioner, public body or authority, supreme, municipal, local or otherwise whether in India or elsewhere.

7. To engage, employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistants, clerks, coolies and other servants and labourers and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity to any such person or to his widow or children and generally to provide for the welfare of all employees.

8. To establish, maintain and operate schools, general educational institutions and hostels for employees and ex-employees of the company and their dependents and to impart training as may be deemed fit in connection with any business in which the company carries on or is entitled to deal in.

9. To borrow or raise money on any terms without security or on the security of land, building, factories, machinery, tools, bills of exchange, promissory notes, bonds, bills of lading, warrants, stocks, shares, debentures, debenture stocks, book debts, undertaking of the Company and properties of every description or anyone or more of them.

10. To borrow, or raise or secure moneys in such manner as the Company shall think fit and in particular the creation, execution, grant or issue of any mortgage, debentures, debenture stock or bonds either in full, premium or discount and either redeemable or irredeemable, secured upon all or any part of the undertakings, rights and properties of the Company, present and future, including its uncalled capital or any unpaid capital of the Company and to purchase, redeem, pay off, or satisfy such securities, monies, debentures, book debts, and other obligations of the Company, or of the company.

11. To receive moneys, securities or valuables on deposit at interest or otherwise from persons having dealings
with the Company or for custody on any terms whatsoever provided the Company shall not carry on the
business of banking, as defined under the Banking (Regulations) Act, 1949. Nor shall such transactions
tantamount to carrying on banking business.

12. To pay out of the Company’s funds the cost or underwriting expenses and expenses incurred in connection
with all matters preliminary and incidental to the formation, promotion and incorporation of this Company
and the costs, underwriting expenses, brokerage on issue of shares or debentures, incentives and expenses
incurred in connection with all matters preliminary and incidental to the formation and incorporation of any
Company which may be promoted by this Company and to underwrite the shares or debentures issued by
any such Company.

13. To remunerate any person or company for services rendered or to be rendered in placing or assisting to
place, or guaranteeing the placing of any of the shares of the company’s capital, or debentures, debenture
stock, or other securities of the Company, or in or about the formation or promotion of the Company or the
conduct of its business.

14. To pay for any property rights or privileges acquired by the Company or for the services entered or to be
rendered in connection with the promotion of or the business of the Company for acquisition, of any
property for the Company or otherwise either wholly or partially in cash or in shares, bonds, debentures or
other securities of the Company and to issue any shares, either as fully paid up on with such amount
credited as paid up thereon as may be agreed upon and to charge any such bond, debentures, or other
securities upon or all or any part of the property of the Company. While so doing the Company shall
comply with all the requirements of law for the time being in force.

15. To insure all or any of the properties or assets or obligation of the Company of whatsoever nature against
any risk whatsoever.

16. To create any depreciation fund, reserve fund, insurance fund, sinking fund, or any other special fund
whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the
properties of the Company or by way of development, rebate, reserve or for redemption of debentures or
redeemable preference shares or for any other purpose conducive to the interests of the Company.

17. To expend money in experimenting, developing, planning and testing and in improving or seeking to
improve any patents, rights of inventions, discoveries, processes or information of the Company or which
the Company may acquire or propose to acquire.

18. To invest and deal with moneys of the Company not immediately required in such manner as may be
determined by the Directors from time to time.

19. To advance or lend money to and deposit securities and properties with the Government and/or to receive
loans or grants or deposits from the Government.

20. To make any loan to any person on any terms whatsoever provided the Company shall not carry on the
business of banking, as defined under the banking (Regulation) Act, 1949, and the grant of such loan does
not tantamount to carrying on banking business.

21. To assist any other Company under the same management within the meaning of the Companies Act,
1956 or any statutory modification thereof, in any manner and to any extent including the giving of loans
and guarantees or the providing of securities of any kind whatsoever in connection with any loan given to
the latter by any person, firm or body corporate.

22. To open any kind of account in any Bank and to draw, make, accept, endorse, discount, execute and issue
promissory notes, bills of exchange, hundi, warrants, debentures and other negotiable or transferable
instruments.

23. Subject to the provisions of section 78 of the Companies Act, 1956, to place, to reserve or to distribute as
dividend or bonus shares among the members, or otherwise to apply as the Company may from time to
time think fit, any moneys belonging to the Company including those received by way of premium on
shares or debentures issued by the Company at a premium and those received in respect of dividend
accrued on forfeited shares and also moneys arising from the re-issue by the company as forfeited shares or by appropriation of unclaimed dividends.

24. To distribute among the members in specie or in kind any property of the Company, or any proceeds of sale or disposal of any property of the Company, but that distribution shall not amount to a reduction of capital except with the sanction (if any) for the time being required by law and to capitalise its reserves.

25. To improve, manage, cultivate, develop, exchange, let on lease, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the properties and to supply power, light and heat, and to layout and for building purposes, and to sell the same and to build on, improve, let on leases, advance moneys to persons for building or otherwise to develop the same.

26. To undertake and execute any trust which may be of benefit to the business of the company directly or indirectly.

27. To form, incorporate or promote or join in the promotion of any companies, whether Indian or foreign, having amongst its or their objects the acquisition of all or any of the assets, rights, liabilities or control, management or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company, and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it may think fit for services rendered or to be rendered in the best interests of the Company.

28. To enter into partnership or any other individual arrangement for sharing profits, co-operation, joint venture, reciprocal concession, licence or otherwise with any person, firm, association, society or body corporate carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly to benefit the Company and to give any special rights, licences and privileges in connection therewith and in particular the right to nominate one or more person or persons whether they be shareholders or not, to be directors of such Company.

29. To amalgamate with any other Company having objects altogether or part similar to those of this Company.

30. To purchase or otherwise acquire all or any part of the business, property and effects with or without taking over all or any of the liabilities of any person or Company formed for carrying on any business altogether or in part similar to the business of this Company, or possessed of property suitable for the purposes of the Company and to pay for the same by shares, debentures, cash or otherwise and to conduct, carry on, or liquidate and wind up such business.

31. To sell, exchange mortgage, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose of the property assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up or securities of any other Company having objects in whole or in part similar to those of the Company.

32. To lease, let out on hire, mortgage, pledge, sell or otherwise dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit in particular for shares, debentures, or securities of any other Company having objects altogether, or in part, similar to those of this Company.

33. To sell, or sublet any concession or licence obtained or contracts entered into and generally to sell the whole or any part of the property and business of the Company for cash or for shares whether fully paid up or not, debentures, or securities of another company, or partly in cash or partly in such shares, debentures, or securities as are distributed in specie amongst the members or otherwise.

34. To contribute to charitable, provident and any other special or other funds whether directly or indirectly related to the business of the Company or not or for the welfare of its employees, ex-employees or the relatives and dependents of the same as permitted by law.
35. To grant pensions, gratuities, allowances, bonuses profit sharing bonus or benefits or any other payment to any persons (including Directors and other Officers) who may have or been in the employment or service of the Company or of any subsidiary Company of this Company in any capacity and to provide for the welfare of such persons by building or contributing to the building of houses, dwellings or quarters and to create and, from time to time, subscribe or contribute to provident, insurance, medical relief and other schemes for the benefit of such persons or their relations, connections or dependents, and to establish or support institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or which otherwise may advance the interests of the Company or its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company’s employees and to lend money to the Company’s employees to enable them to purchase shares in the Company.

36. To manage lands, buildings, houses and any other property belonging to the Company and to collect rents and income and supply to tenants and occupiers all kinds of conveniences and advantages.

37. To aid pecuniarily or otherwise any association body or movement, having for any object the solution/settlement or surmounting of industrial or labour problems or troubles or the promotion of trade or industry in any manner whatsoever.

38. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular industry, trade or business or with industry, trade or commerce generally including any association, institution or fund for the protection of the interest of masters, owners and employers against losses resulting from bad debts, strikes, combinations, fire accidents, or otherwise or for the benefit of employees of the Company or any of its predecessors in business or their families or dependents, and to establish maintain and run reading rooms, libraries educational and charitable institutions, canteens, dining and recreation rooms, churches, temples, places of worship, schools, dispensaries and hospitals and to contribute to any national memorial fund or any other fund raised by public or local subscription for any purpose whatsoever.

39. To establish, provide, promote, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research to undertake and carry on experiments and tests of all kinds, investigations and inventions by providing subsidising, endowing or assisting laboratories, workshops, libraries lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward and undertake studies, researches, investigations, experiments, tests and inventions of any kind, economic studies and surveys, research and analysis of market trends that may be considered likely to assist any business which the Company is authorised to carry on.

40. To subscribe or contribute or otherwise to assist or guarantee money - for charitable, benevolent, religious, social, scientific, national, public or any other institutions, objects or for any exhibition and to make make authorised donations to such persons and in such cases as the Company may think conducive to the attainment of any of its objects of otherwise expedient.

41. To contribute to the funds of any association or to any individual firm or body corporate which in the opinion of the Company is advantageous to the Company.

42. To adopt such means of making known the products of the Company as may seem expedient and in particular by all kinds of advertisement by purchase and exhibition of works of arts, by publication of books and periodicals and by granting prizes, rewards and donations.

43. To get the Company to be registered or recognised in any country of place outside India.

44. To enter into any arrangements, to take all necessary or proper steps with Governments or with other authorities imperial, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purposes of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly to prejudice the interests of the Company or its members, and to promote or assist the promotion, whether directly or indirectly, of any legislation
which may appear to be in the interests, of the Company and to oppose and resist whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any Company charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain.

45. To carry on any other business whether manufacturing or otherwise that may seem to the Company capable of being advantageously or conveniently carried on in connection with or as ancillary to the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or which it may be advisable to undertake with a view to improving developing, rendering valuable or turning to account any property real or personal belonging to the Company or in which the Company may be interested and to do all or any of the above things in any part of the world either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, or otherwise and to do all such things as are incidental or conducive to the attainment of the above objects provided that nothing herein contained shall be deemed to empower the company to carry on the business of banking.

46. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out execution, to enter into agreements or reference to arbitration and to enforce and where need be to contest any awards, and for all such purposes to engage or retain counsel, attorneys and agents and when necessary to remove them.

C. OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) AND (B) ABOVE:

1. To transact or carry on all kinds of agency business and the business of hire-purchase in all its branches subject to approval of RBI.

2. To purchase, charter, hire, build or otherwise acquire vehicles of any or every sort or description for use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds or passengers and to carry on the business of manufacturers, dealers, or owners of vehicles, trucks, trolleys, motor cars and of ship owners and lighter men and owners of air-craft in all of any of their respective branches.

3. To take part in the management, supervision or control of the business or operations of any company or undertaking in any manner whatsoever and in particular to become, hold office and act as promoters, executors, trustees or other officers of any such company or undertaking and in connection therewith to appoint and remunerate any directors, accountants, and other experts or agents.

4. To carry on all or any of the business, namely of property managers, brokers and merchants.

IV. The liability of the members is limited.

V. The Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five crores) divided into 5,00,000 (five lacs) Equity Shares of Rs. 100/- each.
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 our respective names:

<table>
<thead>
<tr>
<th>Names, Addresses, Description and Occupation of Subscribers</th>
<th>Number of Equity Shares taken by each Subscriber</th>
<th>Signature of Subscribers</th>
<th>Name and Address, Description, Occupation and Signature of the witness</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. B.R. BAJAJ, I.A.S.</td>
<td>4994 (Four thousand Nine hundred &amp; Ninety Four)</td>
<td>Sd/-</td>
<td></td>
</tr>
<tr>
<td>S/o Late Sh. D.N. Bajaj</td>
<td># 522, Sector 18, Chandigarh (Principal Secretary Food &amp; Supplies, Pb)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(on behalf of Governor of Pb)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. K.R. LAKHANPAL, I.A.S.</td>
<td>1 (One)</td>
<td>Sd/-</td>
<td></td>
</tr>
<tr>
<td>S/o Sh. J.N. Lakhapal</td>
<td>54, Sector 5, Chandigarh (Principal Secretary Finance, Pb)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3. SATISH CHANDRA, I.A.S.</td>
<td>1 (One)</td>
<td>Sd/-</td>
<td></td>
</tr>
<tr>
<td>S/o Sh. Manik Chand</td>
<td># 1032, Sector 11, Chandigarh (Director Food Supplies)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4. GIRDHARI LAL</td>
<td>1 (One)</td>
<td>Sd/-</td>
<td></td>
</tr>
<tr>
<td>S/o Late Sh. Ganda Ram</td>
<td># 50, Sector 17, Panchkula (Joint Director Food &amp; Supplies, Pb)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5. H.S. GREWAL</td>
<td>1 (One)</td>
<td>Sd/-</td>
<td></td>
</tr>
<tr>
<td>S/o S. Sukhdev Singh Grewal</td>
<td># 793, Phase -3B-1, Mohali (Joint Director Food &amp; Supplies, Pb)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6. INDERDIP SINGH</td>
<td>1 (One)</td>
<td>Sd/-</td>
<td></td>
</tr>
<tr>
<td>S/o Dr. Nirmal Singh</td>
<td># 170, Sector 71, Mohali (Dy. Director, Food &amp; Supplies, Pb)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7. KARNESHWAR SHARMA</td>
<td>1 (One)</td>
<td>Sd/-</td>
<td></td>
</tr>
<tr>
<td>S/o Late. Sh. Satpal Sharma</td>
<td># 9, Sector 17, Panchkula (Dy. Director, Food &amp; Supplies, Pb)</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Total 5000 (Five Thousand)</td>
<td></td>
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</tbody>
</table>

Place: Chandigarh
Date: 06-03-2003
COMPANIES ACT, 1956

Articles of Association
of
Punjab State Grains Procurement Corporation Limited
(Punjab Government Undertaking)

1. DEFINITIONS:

In these Articles unless the context otherwise requires:

(a) 'Company' means the Punjab State Grains Procurement Corporation Limited.
(b) 'Act' means the Companies Act, 1956 (Central Act I of 1956).
(c) 'Office' means the Registered Office for the time being of the Company.
(d) 'Government' means the Government of Punjab.
(e) 'Register' means the Register of members to be kept pursuant to Section 150 of the Act.
(f) 'Dividend' includes bonus.
(g) 'Capital' means the capital for the time being raised or authorised to be raised within the limit of the
    Company and also includes the paid up capital of the Company.
(h) 'Shares' means the shares or stocks into which the Capital is divided and the interest corresponding
    with such shares or stocks.
(i) 'Board' means the Board of Directors or as the case may be, the Directors assembled at the Board
    meeting.
(j) 'Director' means any officer of State Govt. nominated for such appointment or any other person
    appointed or nominated on the Board.
(k) 'Persons' include any company or Association or body of individuals whether incorporated or not.
(l) 'Month' means a calendar month.
(m) 'Executor' or 'Administrator' means a person who has obtained probate or letters of administration,
    as the case may be, from a competent court.
(n) 'In writing or written' includes printing, lithography and other modes of representing or reproducing
    words in a visible form.
(o) 'Regulations of the Company' mean the regulations for the time being in force for the management
    of the Company.
(p) 'Seal' means the common seal for the time being of the Company.
(q) 'Governor' means the Governor of Punjab.
r) 'Chairman', Principal Secretary, Food & Supplies, Punjab shall be the Ex-Officio Chairman of the
   Company.
s) 'Managing Director', Director, Food & Supplies, Punjab shall be the Ex-Officio Managing Director of
   the Company.
(i) 'Year' means the financial year.
(ii) 'Proxy' includes attorney duly constituted under a power of Attorney.
(iii) Words importing the singular number include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender.
(iv) 'Bye-laws' mean the Bye-laws which may be made by the Directors of the Company under these Articles and which may, for the time being, be in force.
(v) Unless the context herein requires otherwise, the words or expressions contained in these Articles shall bear the same meaning as Act or any statutory modification thereof in force on the date on which the regulations became binding on the Company.
(vi) Where-ever the word 'Directors' has been used in the following Articles it will mean the Board of Directors.

2. Save as reproduced herein the Regulations contained in table 'A' in Schedule 1 of the Act shall not apply to the Company.

3. The regulations for the management of the Company and for observance by the members thereof and their representatives shall, subject to any exercise of the statutory power of the Company in reference to the repeal or alteration or addition to its resolutions by special resolution as prescribed or permitted by the Act, be such as are contained in these Articles.

SHARE CAPITAL

4. The SHARE CAPITAL of the Company is Rs. 5,00,00,000/- (Rupees five crores) divided into 5,00,000 (five lakh) equity shares of Rs. 100 each;

5. Subject to the provisions of the Act, these Articles and to the rights of the Government, the shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons on such terms and conditions, and at such times, as the Board thinks fit either at a premium and for such consideration as the Board decides, subject to the provisions, if any, in that behalf of the Memorandum of the Association of the Company and without prejudice to any special rights previously conferred on the holders of the existing shares in the company. Any share in the Company may be issued with such preferred, deferred or other special rights of such restrictions, whether in regard to dividend voting rights of share capital or otherwise, as the Company may, from time to time, by special resolution determine and any preference share may, with the sanction of a special resolution, be issued on the terms that it is or, at the option of the Company, is liable to be redeemed.

6. As regards all allotments made from time to time, the Company shall duly comply with Section 75 of the Act.

CERTIFICATE OF SHARES

7. Every person whose name is entered as a Member in the register of members in respect of such number of shares shall, without payment of any fee or charge, be entitled to receive, within three months after allotment or registration of transfer, a certificate under the seal of the Company in such form as the Directors shall prescribe or approve, specifying the shares or shares held by him and the amount paid therein.

Provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

8. Every certificate of shares shall specify the number of shares in respect of which it is issued and the amount paid up thereon and shall be signed at least by two Directors, one of whom shall be the Managing Director and the Secretary or some other person duly authorised by the Board.

9. If a share Certificate is defaced, torn old, decrepit, worn out or if there is no further space on the back thereof for endorsement of transfer, then upon the surrender thereof to the Company, it may order the
same to be cancelled and issue a new Certificate in lieu thereof. If any Share Certificate is lost or destroyed it may be renewed on obtaining prior consent of the Board and on payment of fifty paise and on such reasonable 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.

CALLS ON SHARES

10. The Directors may, from time to time, make such calls as they think fit upon the members in respect of all moneys, unpaid on the shares held by them and specify the time or times of payments, and each member shall pay to the Company at the time or times so specified the amount called on his shares.

Provided, however, that the Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call.

11. If the sum payable in respect of any call be not paid on or before the day appointed for payment thereof, the holder for the time being or the allotee of the shares in respect of which a call has been made shall pay interest on the same at such rate as the Directors may fix, from the date appointed for the payment thereof to the time of actual payment. But the Directors may waive payment of such interest wholly or in part.

12. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

13. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call is passed. A call may be revoked or postponed at the discretion of the Directors.

14. (i) If a member fails to pay any call or instalment of a call, on the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of the call or instalments 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 the further day (not being earlier than the expiry of fourteen days from the date of service of notice) on or before which the payment required by the notice is to be made, and

(b) state that in 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 notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, be for the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect.

(iv) A forfeited share may be sold or otherwise disposed of on such terms in such manner as the Directors think fit.

(v) At any time before a sale or disposal as aforesaid the Directors may cancel the forfeiture on such terms as they think fit.

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

(ii) The liability of such persons shall cease, if and when, the Company shall have received payment in full of all moneys in respect of the shares.

16. (i) A duly verified declaration in writing that the declarant is a Director, Managing Director, Manager or the Secretary of the Company and that a share in the company has been duly forfeited on a date stated as against all persons claiming to be entitled to the share.

(ii) The company may receive the consideration, if any, given, for the 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.
(iii) The transferee shall thereupon be registered as the holder of the share.

(iv) The title of the transferee to the share shall not be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

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

18. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the moneys so paid in advance or so much thereof as, from time to time, exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 8 percent per annum as the member paying such sum in advance and the Directors agree upon. The Directors, may, at any time, repay the amount so advanced upon giving to such member not less than three month's notice in writing.

19. The Company shall have the first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a lien on all shares (other than fully paid shares) registered in the name of a member for all moneys presently payable by him or his estate to the Company. The Directors may, at any time, declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

20. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has lien. No sale shall, however, be made unless a sum in respect of which the lien exist is presently payable or until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of amount in respect which the lien exists and 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.

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

The purchaser shall be registered as the holder of the shares. His title to the shares shall not be affected by any irregularity or invalidity in the proceedings in reference to the sale.

TRANSFER OF SHARES

22. The right of members to transfer their shares shall be restricted as follows:—

(a) A share may be transferred by a member or other person entitled to transfer only to a person recommended by Government of Punjab and such transfer is approved by the Board of Directors of the Company.

The Directors may, in their absolute and uncontrolled discretion, refuse to register any proposed transfer of shares.

23. If the Directors refuse to register the transfer of any shares, they shall within two months of the date on which the instrument of transfer is delivered to the Company, send to the transferee and the transferor notice of refusal.

24. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and the transferee and 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.

25. Shares in the Company shall be transferred in such form as may be prescribed in the Companies (Central Government) General Rules and Forms, 1956 for that purpose.
26. Every instrument of transfer shall be left at the office of registration accompanied by the certificate of shares to be transferred and such evidence as the Company may require to prove the title of the transferor or his right to transfer the shares. All instruments of transfer shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall on demand be returned to the person depositing the same.

27. Nothing contained in Article 25 shall prejudice any power of the Company to register as share holder any person to whom the right to any shares in the Company has been transmitted by operation of law.

28. The Directors shall have the same right to refuse to register the name of a person or his nominee entirely in case of transmission of any shares as if he were the transferee named in an ordinary transfer presented for registration.

ALTERATION OF CAPITAL

29. Subject to the approval of the Government of Punjab the Directors may with the sanction of the Company in General meeting through special resolution increase the Share Capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

30. Subject to such directions as may be issued by the Government in this behalf, new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the Company may in its General Meeting direct and, if no such direction be given, as the Directors shall determine.

Provided that no shares (not being preference shares) shall be issued carrying voting right or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attaching to holders of other shares (not being preference shares).

31. Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered part of original capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, lien, voting surrender and otherwise.

32. The new shares shall be offered to the members in proportion to the existing shares held by each member. Such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted will be deemed to have been rejected. After the expiration of such time or on receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

33. Subject to the provisions of Sections 100 to 104 of the Act and to such directions as may be issued by the Government in this behalf, the Company may, from time to time, by Special Resolution reduce its Capital by paying off or cancelling capital which has been lost or is unrepresented by available assets, or is superfluous or by reducing the liability on the shares or otherwise as may seem expedient. Capital may be paid off either on the condition that it may be called up again or otherwise and the Directors may, subject to the provisions of the Act, accept surrender of shares.

34. The Company may in General Meeting alter the conditions of its Memorandum as follows:

(a) Consolidate and divide all or any of its shares into shares of larger amount than its existing value.

(b) Sub-divide its shares or any of them into shares of smaller amount than originally fixed by the Memorandum subject, nevertheless, to the the provisions of the Act in that behalf. Subject to these Articles and Section 105 of the Act, the resolution by which any shares are sub-divided, may determine that, as between the holder of the shares resulting from such sub-division, one or more of such shares may be given any preference or advantages over the others.

(c) Cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its Share Capital by the amount of the shares cancelled.
36. If at any time the Capital, by reason of the issue of preference shares or otherwise, is divided into different classes and shares, all or any of the rights and privileges attached to each class may, subject to the approval of the Government and subject to the provisions of Sections 106 and 107 of the Act, be modified, abrogated or dealt with by agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is either:

(a) ratified in writing by the holders of at least three-fourths of the nominal issue of the shares of that class, or

(b) confirmed by a resolution passed at a separate general meeting and supported by the votes of at least three-fourths of the holders of shares of that class. All the provisions hereinafter contained as to General meeting shall mutatis mutandis apply to every such meeting, except that the quorum thereof shall be Members holding or representing by proxy one-fifth of the nominal amount of the issued shares of that class.

BORROWING POWERS

36. Subject to the provisions of Section 58-A, 292 and 293 of the Act and these Articles and without prejudice to the other powers conferred by these Articles, the Directors shall have the power from time to time at their discretion, by a resolution passed at a meeting of the Board and not by Circular Resolution, to accept deposits from Members, either in advance of calls or otherwise and generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company provided that the total amount borrowed at any time together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not, without the consent of the Company in General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose. Such consent shall be obtained by an ordinary resolution which shall provide for the total amount up to which moneys may be borrowed by the Board. The expression “Temporary loans” in the Articles means loans repayable on demand or within six months from the date of obtaining the loan such as short term cash credit arrangements, discounting of bills and the issue of other short term loans of seasonal character but does not include loans raised for the purpose of financing expenditure of a capital nature.

37. Subject to the provisions of the Act and these Articles, the Directors may by resolution passed at the meeting of the Board and not by Circular resolution raise and secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures or debenture stock or any mortgage or charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

38. Any bonds, debentures, stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

39. Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or other securities may be, issued at a discount premium or otherwise and with any special privileges and conditions as to redemption, surrender, drawings, allotment of shares attending (but not voting) at general meetings, appointment of Directors and otherwise provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.

40. Subject to the provisions of the Act and these articles, if the Directors or any of them or any other person shall incur or be about to incur any liability whether personal or as surety for the payment of any sum primarily due from the Company, the directors may execute or cause to be executed any mortgage, charge or security of, on, over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or any other person so becoming liable as aforesaid from any loss in respect of such liability.

41. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 143 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company including all floating charges on the undertaking or any property of the Company, and shall cause the requirements of Sections 118, 125 and 127 to 144 (both inclusive) of the Act in that behalf to be duly complied
with (within the time prescribed by the said Sections or such extensions thereof as may be permitted by the Court or the Registrar of Companies) so far as they are to be complied with by the Company. The Company shall comply with the provisions of Section 135 of the Act, as regards modification of a charge and its registration with Registrar of Companies.

GENERAL MEETINGS

42. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

(i) The first Annual General Meeting of the Company shall be held by the Company within 18 months of its incorporation and, thereafter, the Annual General Meeting of the Company shall be held within 6 months after the expiry of each financial year except when, for any special reasons, the time for holding the Annual General Meeting (not being the General Meeting) is extended by the Registrar by a period not exceeding 3 months.

(ii) Except as provided under the Act, no interval longer than 15 months shall be allowed to lapse between two Annual General Meetings.

(iii) Every Annual General Meeting shall be held during business hours on a day that is not a public holiday. The notice calling the meeting shall specify it as the Annual General Meeting.

43. (i) The Board may, whenever it thinks fit, and shall, when so required by the Government, call an Extra-ordinary General Meeting.

(ii) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or any two Members of the Company may call an Extra-ordinary General Meeting in the same manner or as nearly as possible to the one that may be called by the Board.

44. A general Meeting of the Company may be called by giving not less than twenty-one day's notice in writing specifying the place, day and hour of meeting. Such notice shall be served on every member in the manner here-in-after provided.

However a general meeting may be called after giving shorter notice than twenty one days provided the consent in written is accorded there to:

i) In cash of Annual General Meeting by the members entitled to vote thereat and

ii) In case of any other meeting of the company by the member holding not less than 95% of such part of the paid up share capital of the company as having right to vote at the meeting.

Provided however, that where any resolution is intended to be passed as a Special Resolution at any General Meeting as required by Sub-section (2) of Section 189 (2) of the Act notice of such meetings specifying the intention to propose the resolution as a Special Resolution shall be served.

45. The accidental omission to give any such notice to or the non-receipt of any such notice by any member shall not invalidate the proceedings at any meeting.

46. The business of an Annual General Meeting shall be to receive and consider the profit and loss account, the balance sheet and the report of the Directors and of the Auditors, to declare dividends to appoint and fix the remuneration of auditors, to appoint Directors in the place of those retiring and to transact any other business which under these Articles ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting shall be transacted in accordance with Section 173 of the Act.

47. Five members present in person shall be a quorum for a General Meeting.

48. The Chairman of the Board of Directors shall be entitled to the Chair at every General Meeting, or if there be such Chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for holding such meetings or is unwilling, to act as Chairman then the members shall choose another Director to be Chairman.
49. If, within 15 minutes after the time appointed for the holding of a General Meeting a quorum be not present, the meeting, if convened on the requisition of shareholders, shall be dissolved and in every other case, shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Directors may by notice to the share holders appoint.

50. If at such adjourned meeting a quorum be not present the members present shall be a quorum and may transact the business for which the meeting was called.

51. The Chairman of a General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

52. Subject to the provisions of Sections 179 & 183 of the Act, any poll duly demanded on the election of a Chairman of the meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

53. Every question submitted to a meeting shall be decided in the first instance by a show of hands and, in case of equality of votes, the Chairman shall cast his vote or cause his representative to vote in addition to the vote or votes to which he may be entitled as a member.

54. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded at the meeting. A declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to the effect in the books of the proceedings of the Company shall be conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

55. If a poll is duly demanded, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval of adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

56. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

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

VOTES OF MEMBERS

58. Upon a show of hands, every member present in person shall have one vote and upon a poll every member present in person or by proxy or by duly authorised representative shall have voting rights in proportion to his shares in paid up equity capital of the Company.

59. Any Member who is a company represented by a person duly authorised by a resolution of the Directors of such company in accordance with the provisions of Sections 187 of the Act, may vote on a show of hands as if he was a member of the company. The production at the meeting of a copy of such resolution duly certified by one Director of such company as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the validity of his appointment.

60. Where there are joint registered holders of any share anyone of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, and if more than one such joint holders be present at any meeting personally or by proxy then one of the said persons present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

61. On a poll, votes may be given either personally or by proxy or by duly authorised representative.

62. A member entitled to attend and vote at a meeting may appoint any other person (whether a member or not) as his proxy to attend a meeting and vote on his behalf. No member shall appoint more than
one proxy to attend at the same occasion. A proxy shall not be entitled to speak at a meeting. The instrument of appointment of a proxy shall be in writing and be signed by the member or his attorney duly authorised in writing or if the member is a body corporate be under its seal or be signed by an officer or any attorney duly authorised by it.

63. If any such instrument of appointment be confined to the subject of appointing proxy or substitute for voting at specified meeting of the Company it shall permanently or for such time as the Directors may determine be in the custody of the Company, and if such instrument covers other objects in general a true copy thereof shall be delivered to the Company to remain in the custody of the Company.

64. An instrument appointing a proxy may be in the following form, or in any other form, which the Directors shall approve:

"PUNJAB STATE GRAINS PROCUREMENT CORPORATION LIMITED

I ____________________ of ____________________, in the District of ____________________ being a member of the above-named Company hereby appoint _________________ of ____________________ as my proxy to vote for me and on my behalf at the ordinary/extra-ordinary General Meeting of the Company to be held on the ___________ day of ___________ of ___________ and any adjournment thereof.

Signed this ___________ day of ___________ of ___________.

BOARD OF DIRECTORS

65. Subject to the approval of the Central Government, the number of Directors shall not be less than three and more than twelve out of whom not less than eight shall be Government officials. A Director shall not be required to hold any share in the Capital of the Company.

66. The first Director of the Company shall be:

1. Sh. B.R. Bajaj, IAS
2. Sh. Salish Chandra, IAS
3. Sh. K.R. Lakhanpal, IAS
Sh. B.R. Bajaj, IAS shall be the first Chairman of the Corporation.
Sh. Salish Chandra, IAS shall be the first Managing Director of the Corporation.

67. (a) The Directors shall be appointed by Government and shall be paid such salary and/or allowances as the Government may, from time to time, determine.

(b) Subject to the provisions of Section 314 of the Act such reasonable additional remuneration as may be fixed by the Board with the approval of the Government may be paid, to anyone or more of the Directors for extra or special services rendered by him or them.

(c) Government may, from time to time, appoint from amongst the Directors, Chairman, Managing Director, or the whole time Director and determine the period for which they or any of them will hold their respective offices.

(d) Government shall have the power to remove any Director, including the Chairman, the Managing Director, or the whole time Director from office at any time in their absolute discretion.

(e) The Government shall have the right to fill any vacancy in the offices of the Director caused by retirement, removal, resignation, death or otherwise.

68. Subject to the provisions of Section 310 of the Companies Act 1956 and rules made thereunder amount of remuneration by way of fee for each meeting of the Board of Director of a committee thereof shall be as may be determined by Board of Directors from time to time and shall be the same as any be prescribed by Companies Act 1956 from time to time or by the Central Govt.
POWERS OF THE BOARD OF DIRECTORS

69. (i) Subject to the provisions of the Act, the Board shall be entitled to exercise all such powers and to
do all such acts and things as the Company is authorised to exercise and do in furtherance of its objects
which would have been valid if that regulation had not been made.

70. Without prejudice to the other powers conferred by these Articles but subject to the provisions of
Section 291, 292, 284 and 297 of the Act, the Board shall have the following powers, that is to say, powers:

(i) to purchase, take on lease or otherwise acquire for the Company, property, rights or privileges
which the Company is authorised to acquire at such price, and generally on such terms and conditions, as it
think fit;

(ii) to authorise the undertaking of works of a capital nature subject to the condition that all cases
involving a capital expenditure exceeding rupees ten lakhs shall be referred to the Government for their
approval before authorisation

(iii) to pay for any property, rights or privileges acquired by or services rendered to the Company
either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and any
such shares may be issued either fully paid up or with such amount credited thereon as may be agreed upon.
Any such bonds, debentures or other securities may be either specifically charged upon all or any part of the
property of the Company and its uncalled capital or not charged;

(iv) to secure the fulfilment of any contracts or engagements entered into by the Company by mortgage
or charge of all or any of the property of the Company and its uncalled Capital for the time being, or in such
other manner as they may think fit;

(v) to appoint, remove or suspend such staff or create such posts for permanent, temporary or special
services or abolish them, as the Board, from time to time, thinks fit. It will also determine the duties and
powers of the Staff, fix their salaries or emoluments and require security of such amount as deemed fit;

(vi) to appoint any persons (whether incorporated or not) to accept and hold in trust for Company any
property belonging to the Company or in which it is interested or for any other purposes, and to execute and
do such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration
of such trustee or trustees.

(vii) to institute, conduct, defend, compound or abandon any legal proceedings by or against the
Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow
time for payment or satisfaction of any claims demands by or against the Company.

(viii) to refer any claims or demands by or against the Company to arbitration, and observe and perform
the awards

(ix) to make and give receipts, releases and other discharges for money payable to the Company and
for the claims and demands of the Company;

(x) to determine the person who shall be entitled to sign on the Company’s behalf bills, notes, receipts,
acceptances, endorsements, cheques, releases, contracts and documents;

(xi) to appoint any person to be the attorney or agent of the Company with such powers (including
power to sub delegate) and upon such terms as they may deem fit;

(xii) to invest in the Reserve Bank of India or in any other Scheduled Bank, or in such other securities
as may be approved by the Government and to deal with any of the moneys of the Company upon such
investments authorised by the Memorandum of Association of the Company in such manner as they think fit,
and, from time to time, to vary or release such investments;
may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the
sale and such other powers, convenants and provisions as shall be agreed upon,

(xiv) subject to the approval of the Government, to give to any person employed by the Company a
commission on the profits of any particular business, transaction or a share in the general profits of the

(xv) to make, vary and repeal bye-laws, from time to time for the regulation of the business of the

(xvi) to give award or allow any bouns, pension, gratuity or compensation to any employee of the

(xvii) before declaring any dividend and subject to the approval of the Government, to set aside such
portion of the profits of the Company as they may think fit for a provident or benefit fund in such manner as the Directors may
deem fit;

(xviii) to establish any local board for managing any of the affairs of the Company in any specified
locality in the State of Punjab or out of the State of Punjab and to appoint any persons to be members of
such local board and (a) to fix their remuneration, (b) to delegate to any person so appointed any of the
powers, authorities and discretion for the time being vested in the Directors other than their power to make
call, (c) to authorise the members for the time being of any such local board to fill up any vacancies therein.
Such appointments or delegations may be made on such terms and conditions as the Directors may think fit.
Moreover, the Directors may remove any person so appointed and may annul or vary any such delegation;

(xix) to enter into all such negotiations and contracts and rescind and vary all such contracts and do all
such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for
or in relation to any of the matters aforesaid or otherwise for the purpose of the Company;

(xx) to entrust to and confer upon the Chairman, and on the Managing Director, or a whole time
Director for the time being either individually or collectively such of the powers exercisable under these
Articles by the Board as may be deemed fit, and may, from time to time, revoke, withdraw, alter or vary all or
any of such powers; and

(xxi) to sub-delegate all or any of the powers, authorities and discretion for the time being vested in
them, subject to the ultimate control and authority being retained by them, and subject to further subject to Section 292
71. That the Government shall appoint a whole time Managing Director who shall also be a Director of
the Company. The Managing Director shall be responsible for the control or management of the business of
the Company subject to the control and supervision of the Board of Directors. The Managing Director may be
authorised by the Board to exercise such powers or discretion in relation to the affairs of the Company as are
specifically delegated to him by the Board and are not required to be done by the Board of Directors of the
Company at the General Meeting under the Act.

72. 1. The office of a Director shall ipso facto become vacant if

(a) he fails to obtain within the time specified in sub section (i) of Section 270 of the Act or at any
time thereafter ceases to hold the share qualifications, if any, necessary for his appointment,
or

(b) he is found to be of unsound mind by a Court of Competent Jurisdiction, or

(c) he applies to be adjudicated an insolvent, or

(d) he is adjudged an insolvent, or
(e) he is convicted by a Court of an offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than six months, or

(f) he fails to pay any call in respect of shares of the Company held by him whether alone or jointly with others within six months from the last date fixed for the payment of the call unless the Central Government has by notification, in the Official Gazette, removed the disqualification incurred by such failure, or

(g) he absents himself from three consecutive meetings of the Board or from all meetings of the Board for a continuous period of three months, whichever is longer without obtaining leave of absence from the Board, or

(h) he (whether by himself or by any person for his benefit or on his account) or any firm in which he is a partner, or any private company of which he is a director, accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 295 of the Act, or

(i) he acts in contravention of Section 299 of the Act or

(j) he becomes disqualified by an order of Court under Section 203 of the Act, or

(k) he is removed from office in pursuance of Section 284 of the Act, or

(l) by notice in writing to the Company he resigns his office, or

(m) any office or place of profit under the Company or under any subsidiary of the Company is held in contravention of Section 314 of the Act and by operation of that Section he is deemed to vacate office.

2. Notwithstanding any matter or thing in sub-clauses (d), (e) and (j) of clause (l), the disqualifications referred to in these subclauses shall not take effect.

(a) for thirty days from the date of adjudication, sentence or order or

(b) where any appeal or petition is preferred within thirty days as aforesaid against the adjudication, sentence or conviction resulting in the sentence, or order, until the expiry of seven days from the date on which such appeal or petition is disposed of, or

(c) where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.

73. Every Director who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement entered into or to be entered into by or on behalf of the Company, not being a contract or arrangement entered into or to be entered into between the Company and any other company, where any of the Directors of the Company or two or more of them together holds or hold more than two percent of the paid up Share Capital in the other company, shall disclose the nature of his concern or interest at a meeting of the board as required by Section 299 of the Act. A General Notice, renewable in the last month of each financial year of the Company, that a Director is a Director or a member of any specified body corporate or is a member of any specified firm and is to be regarded as concerned or interested in any subsequent contract or arrangement with that body corporate or firm shall be sufficient disclosure of concern or interest in relation to any contract or arrangement so made if the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

74. No Director shall, as a Director, take any part in the discussion of, or vote on any contract or arrangement in which he is in any way, whether directly or indirectly, concerned or interested, nor shall his presence count for the purpose of forming a quorum at the time of such discussion or vote. This prohibition shall not apply to:

(a) any contract of indemnity against any loss which the Directors or any of them may suffer by reason of becoming or being sureties or a surety for the Company; or
(b) any contract or arrangement entered into or to be entered into with a Public Company, or with a private company which is a subsidiary of a Public Company, in which the interest of the Director consists solely (i) in his being a Director of such Company and the holder of not more than shares of such number or such Director by the Company or (ii) in his being a member holding not more than two per cent of the paid up Share Capital of such company.

ALTERNATE DIRECTORS

75. Subject to Section 313 of the Act the Government may appoint an Alternate Director to act for a Director (hereinafter in this Article called the Original Director) during the latter's absence for a period of not less than three months from the State. Such Director shall not hold office as such for a period longer than that permissible to the original Director. He shall not require any qualifications and shall ipso facto vacate or the absent Director returns to the State in which meetings of the Board are ordinarily held.

PROCEEDINGS OF DIRECTORS

76. The Board of Directors may meet for transaction of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided, however, that the requirements of Section 285 of the Act are complied with.

77. The meetings of the Board may be held at the Registered office and anywhere else as may be decided.

78. A Director may at any time convene a meeting to the Board and questions arising at any meeting shall be decided by majority of votes. The Chairman shall have a second or casting vote.

79. The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of Section 287 of the Act. If a quorum is not present within half hour from the time appointed for holding a meeting of the Board the meeting shall be adjourned until such date and time as the Chairman of the Board shall appoint.

80. A meeting of the Board at which the quorum be present shall be competent to exercise all or any of the authorities powers and discretions by or under these Articles for the time being vested in or exercisable by the Board.

81. If no Chairman is nominated by Government or if at any meeting the Chairman is not present within 15 minutes after the time for holding the same, the Directors present may choose one of their numbers to be Chairman of the meeting.

82. The Chairman may reserve for the decision of the Government any proposals or decisions of the Board of Directors or any matter brought before the board which arises, in the opinion of the Chairman, an important issue of public policy and which is on that account fit to be reserved for the decision of the Government.

In respect of matters reserved by the Chairman for decision of the Government, if the Government's views are not received within a period of two months, the Directors shall be entitled to act in accordance with the proposal or decision without further reference to the Government.

83. Subject to the provisions of Sections 316, 372A and 396 of the Act, questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the Chairman shall have a second or casting vote.

84. The Board may, subject to the restrictions laid down in Section 292 of the Act, delegate any of its powers to Committee consisting of such Directors as it thinks fit, and may from time to time, revoke such delegation. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may, from time to time, be imposed upon it by the Board.

85. The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meeting and proceedings of the Board so far
as the same are applicable thereto, and are not superseded by any regulation made by the Board under the last preceding Article.

86. All acts done by any meeting of the Directors or of a Committee of Directors by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

Provided that nothing in this Article shall be deemed to give validity to the acts done by a Director after his appointment had been shown to the Company to be invalid or to have terminated.

87. Save in those cases where a resolution is required by Sections 262, 292, 297, 316, 372A and 386 of the Act to be passed at the meeting of the Board, a resolution shall be as valid and effectual as if it had been passed at the meeting of the Board or Committee of the Board, as the case may be, duly called and constituted, if a draft thereof in writing is circulated together with the necessary papers, if any, to all the Directors, or to all the members of Committee of the Board as the case may be, then in India (not being less than one third of the whole of the Directors or the Committee at their usual addresses in India if it has been approved by such of them as are then in India, or by a majority of such of them, as are entitled to vote on the resolution.

MINUTES

88. (i) The Board shall cause minutes to be kept by making, within 30 days of the conclusion of every General Meeting, and every Meeting of the Board or of any Committee of the Board, the minutes to be kept in books kept for the purpose with their pages consecutively numbered, each page of every such book being initialed, the minute book shall be signed by the Chairman of the meeting for the purposes of recording the proceedings of each meeting, and in the case of proceedings of a meeting of the Board or a committee thereof, by the Chairman of the meeting for the purposes of recording the proceedings of the meeting of the Board or a committee thereof, and the Chairman of the meeting for the purposes of recording the proceedings of the meeting of the Board or a committee thereof. The minutes shall contain a fair and correct summary of the proceedings.

Provided that no matter need be included in any such minutes which the Chairman of the meeting, in his absolute discretion, is of opinion that it

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

(ii) Any such minutes of any meeting of the Board or of any Committee of the Board or of the Company in General Meeting, if kept in the manner provided in paragraph (i) above shall be evidence of the proceedings recorded in such minutes. The Minutes Books of General Meetings of the company shall be kept at the office and shall be open to inspection by members on business days subject to the rules and regulations as prescribed by the Board in this behalf.

89. The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register, and the Board may make and vary such regulations as it may think fit regarding the keeping of any such register.
90. All cheques, promissory notes, drafts, hundies, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted or otherwise executed, as the case may be, by Managing Director or by such other person and in such manner as the Board may from time to time, by resolution, determine.

91. The Board may authorise or empower any Director or Directors, Managing Director, Manager, or Secretary of the Company or any other person or persons either by name, by virtue of office or otherwise, either single or jointly, to exercise or perform all or any of the powers (including the powers to subdelegate) authorities and duties conferred or imposed on the Directors by law or Articles of Association, subject to such restrictions and conditions, if any, and either generally or in specific cases, as the Board may think proper.

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

SEAL

93. The Board shall provide a common seal for the purpose of the Company and, from time to time, destroy the same and substitute new seal in lieu thereof and shall provide for the safe custody of the seal for the time being. The seal of the Company shall not be affixed to any instrument, except by the authority of a resolution of the Board or of a Committee of the Board, authorised by it in that behalf and except in the presence of at least one Director or such officer of the Company as the Board may appoint for the purpose, and such Director or officer shall sign every instrument to which the seal of the Company is affixed.

94. (i) Subject to such directions as may, from time to time, be issued by the Government in this behalf, the Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies for equalising dividends or for special dividends or for repairing, improving and maintaining any of the property of the Company and for amortisation of capital and for such other purposes as the Directors shall, in their absolute discretion, think conducive to the interests of the Company and pending such application, may at the like discretion, either invest in such investments (other than shares of the Company) or employ for the business of the Company as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.

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

96. No dividend shall be payable otherwise that out of the profits of the year or other period or any other undistributed profits of the Company and no dividend shall carry interest against the Company.

97. The declaration of the Directors as to the amount of net profits of the Company shall be conclusive.

98. The Board may, from time to time pay to the members such interim dividends as appear to be justified by the profits of the Company.

99. (1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividends are paid. But, if and so long as, nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(3) All the dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
100. The Board may deduct from any dividend payable to any member all sums of money, if any presently payable by him to the Company, on account of calls or otherwise in relation to the shares of the Company.

101. (i) Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post direct to the registered address of the holder, or in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of members, or to such person and to such address as the holder or joint holders may by writing direct.

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

102. Anyone of two or more joint holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.

103. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

CAPITALISATION OF PROFITS

104. (1) The Company in General Meeting may, upon the recommendation of the Board, resolve.

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company’s general reserves or any reserve fund or any amounts standing to the credit of the profit and loss account, or otherwise available for distribution, and

(b) that such sum be accordingly set free for distribution in the manner specified in Clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend, and in the same proportion.

(2) The same aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (3) either in or towards:

(a) paying up any amounts for the time being unpaid on any shares held by members respectively;

(b) paying up in full un-issued shares or debentures of the Company to be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid, or

(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).

(3) A share premium account and a capital redemption reserve fund may, for the purpose of this regulation only, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

(4) The Board shall give effect to the resolution passed by the Company in pursuance of this Regulation.

105. (1) Whenever such a resolution as aforesaid has been passed, the Board shall

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issue of fully paid shares or debentures, if any, and

(b) generally do all acts and things required to give effect thereto.

(2) The Board shall have full powers:

(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions, and also.

(b) to authorise any persons to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up of any further shares to which they may be entitled upon such capitalisation or (as the case may require for the payment by the Company on their behalf, by application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.

(3) Any agreement made under such authority shall be effective and binding on all such members.
BOOKS OF ACCOUNTS

106. The Board shall cause to be kept in accordance with Section 209 of the Act proper Books of Accounts with respect to
(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;
(b) all sales and purchases of goods by the Company;
(c) the assets and liabilities of the Company; and
(d) necessary particulars relating to utilization of men, material or labour or other items of cost as may be prescribed by the Central Government.

107. (1) The Books of Accounts shall be kept at the Registered Office or at such other place in India as the Board may decide and when the Board so decides, 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.

(2) The Books of Accounts of the Company shall be preserved in good order for a period of not less than eight years from the date of Incorporation of the Company. After the said period of eight years, at any time, the Books of Accounts of the Company relating to a period of not less than eight years immediately preceding the current year shall be preserved in good order.

108. (1) The Books of Accounts shall be open to inspection by any Director during business hours.

(2) The Books of Accounts shall also be open to inspection by the Registrar or by any officer of Government authorised by the Central Government in this behalf.

(3) (i) The Board shall, from time to time determine whether and to what extent, and what times and places and under what conditions the Books of Accounts and books and documents of the Company shall be open to the inspection of the members not being Directors. (ii) No member (not being a Director) shall have any right of inspecting any Books of Accounts or documents of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

BALANCE SHEET AND ACCOUNTS

109. The Board shall, at some date not later than 18 months after the incorporation of the Company and subsequently once at least in every financial year, lay before the Company a Balance Sheet and profit and loss Accounts made up in accordance with the Provisions of Section 210 of the Act, and such Balance Sheet and Profit and Loss Accounts shall comply with the requirements of Section 210, 211, 212, 215, 216 and 219 of and Schedule VI to the Act, so far as they are applicable to the Company.

110. The Board of Directors shall cause to be made out and attached to every Balance Sheet a report with respect to the state of the Company's affairs, the amount, if any which they recommend should be paid by way of dividend, and the amount, if any, which they propose to carry to the Reserve Fund, General Reserve or Reserve Account shown specifically on the Balance Sheet or to a Reserve Fund. General Reserve or Reserve Account shown specifically in a subsequent Balance Sheet. The report shall be signed by the Chairman of the Board of Directors, on behalf of the Directors, if authorised in this behalf by the Directors and when he is not so authorised, it shall be signed by such number of Directors as are required to sign the Balance Sheet and the Profit and Loss Account by virtue of sub-sections (1) and (2) of Section 215 of the Act.

111. Forms of Balance Sheet and Profit and Loss Account should be in accordance with the provisions of Section 211 of the Act. The Profit and Loss Account shall, in addition to the matters referred to in Section 211 of the Act, show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account so that a just balance of profit and loss may be laid before the meeting.

112. A copy of every Balance Sheet (including the Profit and Loss Account, the Auditor's Report and every document required by law to be annexed or attached to the Balance Sheet) shall, as provided by
Section 219 of the Act, not less than twenty one days before the meeting be sent to every such member, debenture holder, trustee and other person to whom the same is required to be sent by the said Section.

113. The Company shall comply with Section 220 of the Act as to filing copies of the Balance Sheet and Profit and Loss Account and Documents required to be annexed of attached thereto with the Registrar.

AUDIT

114. Once at least in every year the Books of Accounts of the Company shall be examined and the correctness of the Profit and Loss Account and Balance Sheet ascertained by one or more Auditors.

115. The Auditor or Auditors of the Company shall be appointed or re-appointed by the Central Government on the advice of the Comptroller and Auditor General of India and his/their rights and duties shall be regulated by Sections 224 to 233 of the Act, read with Section 619 thereof.

116. The Auditors of the Company shall be entitled to receive a notice of and to attend any General Meeting of the Company at which any accounts which have been examined or report on by them are to be laid before the Company and make any statement of explanation they desire with respect to the accounts.

117. The Comptroller and Auditor General of India shall have power:--

(a) to direct the manner in which the company's accounts shall be audited by the Auditor/Auditors and to give such Auditor/Auditors instructions in regard to any matter relating to the performance of his/their functions as such;

(b) to conduct a supplementary or test audit of the Company's accounts by such, person or persons as he may authorise in this behalf; and for the purposes of such audit, to have access at all reasonable times to all accounts, account books, vouchers, documents and other papers of the Company and to require information or additional information to be furnished to any person or persons and in such form as the Comptroller and Audit General of India may by general or special order, direct.

118. The auditors aforesaid shall submit a copy of their audit report to the Comptroller and Audit General of India who shall have the right to comment upon, or supplement, the audit report in such manner as he may think fit. Any such comments upon, or supplement to, the audit report shall be placed before the Annual General Meeting of the Company at the same time and in the same manner as the audit report.

119. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive and final.

120. Notwithstanding any thing contained in any of these Articles, the Government may, from time to time, issue such directives as they may consider necessary in matters of broad policy in regard to the affairs of the company or the Board thereof and in like manner may vary or annul any such directive. The Board shall give immediate effect to directives so issued.

SERVICE OF NOTICES & DOCUMENTS

121. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address) to the address supplied by him to the Company for the giving of notice to him.

122. A holder of registered shares who has no registered place of address may, from time to time, notify in writing to the Company an address, which shall be deemed his registered place of address, within the meaning of Article 124.

123. If a member has no registered address and has not supplied to the Company an address for the giving of notices to him, a notice addressed to him and advertised in newspapers, circulating in the neighbourhood of the registered office of the Company, shall be deemed to be duly given to him on the date on which the advertisement appears.

124. A notice may be given by the Company to the Joint holders of a share by giving the notice to the joint holder named first in the register in respect of share.
125. A notice may be given by the Company 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 representative of the deceased or assignee of the insolvent or by any like description, at the address (if any) supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving notice in any manner, in which the same might have been given if the death or insolvency had not occurred.

126. Notice of every general meeting shall be given in the manner hereinbefore authorised to (a) every member of the Company except those members who having no registered address have not supplied to the Company an address for the giving of notice to them, and also to (b) every persons entitled to a share in consequence of the death of insolvency of a member, who, but for his death or insolvency, would be entitled to receive notice at the meeting provided the Company has due notice of death or insolvency.

127. Every person, who by operation at law, transfer or other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address and title to the share being notified to and registered by the Company has been duly given to the person from whom he derives his title to such share.

128. Any notice to be given by the Company shall be signed by the Managing Director or such other officer as may be authorised by the Board and the signature thereupon may be written, printed, lithographed or stamped signature to any notice to be given by the Company may be written or printed.

129. Where a given number of days notice or a notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

130. Any accidental omission to give notice to, or the non-receipt of notice by any member or other person to whom it should be given, shall not invalidate the proceedings at the meeting.

131. A document may be served by the Company on any member either personally, or by sending it by post to him at his registered address, or if he has no registered address, in India, to the address, if any, within India supplied by him to the Company for the giving of notices to him.

132. Where a document is sent by post, service there shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document and further deemed to have been effected, in the case of a notice of a meeting, at the expiration of 48 hours after the letter containing the same is posted, and in any other case the time at which letter would be delivered in the ordinary course of post.

133. A document advertised in a newspaper, circulating in the neighbourhood of the registered office of the Company, shall be deemed to be duly served on the day on which the advertisement appears.

134. A document may be served by the Company on the person entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignees of the insolvent, or by any like descriptions, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied, by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

WINDING UP

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

136. Subject to Section 201 of the Act, every officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, in connection with any application under Section 633 in which relief is granted to him by the Court.

137. No Director, or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer of the Company or for joining in any receipt or other act for conformity, or for any loss or expenses happening to the Company through the insufficiency, or deficiency of title to any property acquired by the order of the Board or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any money, securities or effects shall be deposited or for any loss, occasioned by any error of judgment or mischief, or the happening in the hands of any person engaged in the business of the Company, or for any other loss, damage or misfortune whatever, which shall happen in the discharge of its duties of his office or in relation thereto, unless the same happens through his own negligence, default, misfeasance, breach of duty or breach of trust.

SECRECY

138. Every Director, Manager, Auditor, Trustee, Member of the 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 in respect of all transactions of Company with the customers, the state of accounts with individuals, 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 to do so by the Board or by any meeting or by Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.

139. Subject to the provisions of Act, no member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the Books of Accounts of the Company without the permission of the Board or to require discovery of any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process, or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or communicate.
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<th>Names, Addresses, Description and Occupation of Subscribers</th>
<th>Signature of Subscribers</th>
<th>Name and Address, Description, Occupation and Signature of the witness</th>
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| 1. B.R. BAJAJ, I.A.S. S/o Late Sh. D.N. Bajaj  
# 522, Sector 16, Chandigarh (Principal Secretary Food & Supplies, Pb.) (on behalf of Governor of Pb.) | Sd/- |  |
54, Sector 5, Chandigarh (Principal Secretary Finance, Pb.) | Sd/- |  |
| 3. SATISH CHANDRA, I.A.S. S/o Sh. Manik Chand  
# 1032, Sector 11, Chandigarh (Director Food Supplies) | Sd/- |  |
| 4. GIRDHARI LAL S/o Late Sh. Ganda Ram  
# 50, Sector 17, Panchkula (Joint Director Food & Supplies, Pb.) | Sd/- |  |
| 5. H.S. GREWAL S/o S. Sukhdev Singh Grewal  
# 703, Phase 2B, Mohali (Joint Director Food & Supplies, Pb.) | Sd/- |  |
| 6. INDERDIP SINGH S/o Dr. Nirmal Singh  
# 170, Sector 71, Mohali (Dy. Director, Food & Supplies, Pb) | Sd/- |  |
| 7. KARNESH SHARMA S/o Late. Sh. Satpal Sharma  
# 9, Sector 17, Panchkula (Dy. Director, Food & Supplies, Pb) | Sd/- |  |

Place: Chandigarh  
Date: 06-03-2003