

(THE COMPANIES ACT, 2013)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

B C C FUBA INDIA LIMITED

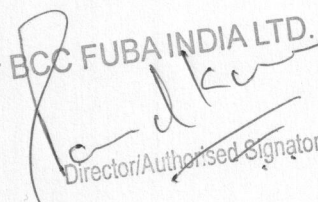
I. The name of the Company is B C C FUBA INDIA LIMITED.

II. The Registered Office of the Company will be situated in the State of Himachal Pradesh.

III. THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:-

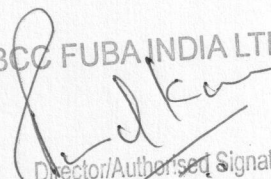
A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on all or any of the business of manufacturers and producers, importers and exporters, buyers and sellers, stores and stockists, suppliers and distributors, users, wholesalers, and retail dealers, repairers and workers and in electronic spares components including printed circuit boards and equipments of all types.
2. To carry on the business as manufacturers and deal in export and import, buy and sell or otherwise deal in all types of electronic items like Television, Computers, electronic Gadgets and components of all such items.
3. To buy, sell, let on hire and repairs order & deal in machinery, components parts, accessories and things of all kinds for Radios Transistors and Televisions and all articles and things referred to in clause 2 hereof.

For BCC FUBA INDIA LTD.

Director/Authorised Signatory

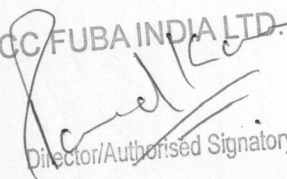
B. ANY MATTER CONSIDERED NECESSARY IN FURTHERANCE OF THE MAIN OBJECT*:-

1. To purchase, import, construct, take on lease or hire of otherwise acquire any lands, houses, offices, workshops, factories buildings and other premises and fixed or movable machinery, tools, engines, boilers, plants, implements, patterns, equipments, components, spares, stock-in-trade including completely knocked down packs, cables, wires dynamos, patent rights and other movable and immovable articles, properties and goods convenient to be used in or about carrying on the business of the Company.
2. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent-rights, formulae, discoveries, trademarks, designs processes, devices, licenses, concessions, secret or other information and the like conferring any exclusive or non-exclusive or limited right to their use which may seem capable or being used for any of the purposes of the company or the acquisition of which may seem to be expedient or convenient or calculated directly or indirectly to Benefit the Company and to use, exercise, develop or grant licenses or sub-licenses in respect or otherwise turn to account the property rights and information so acquired or to experiment upon, test or improve any such patents, formulae, inventions, designs, right and information and to expend monies therefore.
3. To establish, provide, maintain and conduct or otherwise subsidise research-centers of laboratories and experimental workshops for scientific and technical researches and experiments and to undertake and carry on all scientific and technical researches, experiments and tests of all 'kinds, and to promote, subsidise, or pay for studies and researches, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures meetings and conferences, and by providing the remuneration of scientific or technical professors or teacher and by establishing, underwriting or providing for scholarships, prizes, grants and subsidies to students or otherwise and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the above businesses of the Company including assisting and setting up of ancillary and other units in establishing plants for the manufacture of the products.
4. To construct, improve, maintain, develop, alter, repair, pull down, restore, work, manage, carry out or control any roads, docks, piers, railway sidings, ware-houses and other structure, works and conveniences which may seem calculated to advance the Company's interests and to contribute to or subsidise or otherwise assist or take part in the construction, improvement,

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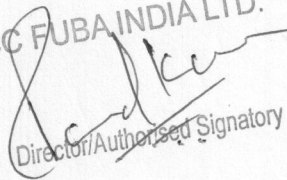
maintenance, working and management, for attaining the objects of the Company, directly or indirectly.

5. To pay for any rights, privileges or property including plants, machinery and other equipments acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company wholly or in part either by cash payment or by allotment to him or them or fully or partly paid up shares of the Company or both or otherwise.
6. To establish depots, agencies, retail showrooms, workshops mobile or otherwise, service centres, trial rooms, tracts, godowns and other storing, distributing and marketing facilities and to provide and equip them with tools and equipments for repairs and services necessary for the attainment of the Objects of the Company.
7. To adopt such means of making known the products or businesses of the Company as may seem expedient and in particular by publicity and advertising in the press, circulars, purchase, exhibition, demonstration, publication of books, pamphlets and periodicals, and sponsoring rallies, competitions of motor vehicles of all kinds and descriptions and by granting prizes, rewards and donations in connection there-with, subject to section 182 of the Companies Act, 2013.
8. To sell goods, assembled and manufactured by the Company on hire purchase or easy payment system or on credit and to lend money or property on mortgage of immovable or on hypothecation or pledge of movable property or without security and on such terms as may seem expedient to the Company and in particular to customers, employees of the Company and persons having dealings with the Company provided that the Company shall not carry on Banking business, as defined under the Banking Regulations Act, 1949.
9. Subject to the provisions of the Sections 73, 179, and 180 of the Act, to raise or borrow or secure the payment of any money, debt or obligation in such manner and on such terms and with such rights, powers and privileges as may be deemed expedient and in particular by issue of any debenture-stocks, debentures, shares, bonds, notes, bills exchange or other obligations or securities of the Company or by mortgage of and charge over all or any of the movable and immovable properties and assets of the Company present and future and all or any of the uncalled capital of the Company and to purchase, redeem and pay or any such securities and to guarantee the payment of money, unsecured or secured by or payable under or in respect thereof. to.
10. Subject to the provisions of the Section 73 and 179 of the Act and the Rules made thereunder or any regulation in respect thereof by Reserve Bank of India, to receive fixed or other deposits not

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withdrawable by cheques, drafts or orders and to pay such rate of interest thereon as may be deemed appropriate by the Company.

11. Upon any issue of shares, debentures or other securities of the Company, to employ any person, or company as brokers, commission agents, Financial consultants, under-writers and managers to the issue and to provide for the remuneration of such persons for their services by payment in cash whether by way of commission or otherwise or by the issue of shares, debentures or other securities of the Company or by the granting of options to take the same or in any manner allowed by law.
12. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities.
13. To undertake Financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
14. To guarantee the payment of money including principal. interest and dividend unsecured or secured or required or payable under or in respect of promissory notes, bonds, debentures, debenture-stocks, shares, securities, contracts, mortgages, charges, obligations, instruments and securities, of any company or of any authority, National. Municipal, Local or otherwise or of any persons whomsoever, whether incorporated or not and to' guarantee or become sureties for the performance of any contracts or obligations and to give indemnities of all kinds as may be necessary for the purpose of the Company or as may be considered to directly or indirectly further the objects of the Company.
15. To pay out of the Company's funds, the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of the Company including all the pre—incorporation expenses and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation of any company promoted by this Company.
16. To aid pecuniary or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade in general.
17. To act as consultants—technical, Financial commercial, personnel, managerial, marketing, purchasing, quality control, operational, and for projects. in any manner or form whatsoever, either in advisory or any other capacity, either by itself solely or in conjunction with other units, so as to render services either directly or other-wise, beneficial and expedient for the furtherance of the objects of the Company. To do all or any of the matters and things hereby authorised

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whether alone or in conjunction with others as principals, agents, trustees, contractors, licencees or otherwise or by or through any principals, trustees, agents, sub-contractors or otherwise.


18. To procure the registration or recognition of the Company or its officers in or under the laws of any place outside India. To undertake and transact all kinds of agency business related to the business of the Company.
19. To open, form, establish, acquire, incorporate, float or promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other object or objects which in the opinion of the Company, could be 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.
20. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company.
21. Subject to the provisions of the Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operations, joint venture or reciprocal concession with any person or persons or company or companies carrying on or engaged in, any business or transaction which this Company is authorised to carry on or engage in. To acquire and undertake all or any part of the business, property and liability of any person or persons, or company or firm carrying on or proposing to carry on any business which this Company is authorised to carry on or possess or property suitable for the purposes of the Company. To enter into any arrangements and agreements and to appear, represent and, take all necessary and proper steps with any Government, Central or State, or with any authorities, National, Local, Municipal, Courts, Tribunals, Commissions, Judicial Authorities or before any other forum or otherwise of any place in respect of matters that may seem conducive to the projects of the Company or its business and to obtain from any such Government or authority any grants-, rights privileges, contracts. licences and concessions which the company may think desirable or required to obtain, and to carry out, exercise, turn to account or dispose of the same. To obtain from any Government, Central or State any order or direction or right or privilege or from Parliament, State, Municipal or other Legislative body any Act, Statute, Legislation, rule or regulation which is advantageous to or is for enabling the Company to carry out its objects or which may seem advantageous to the Company or for effecting any modifications of the Company's constitutions or for any purpose which may seem expedient for attainment of the objects of the Company and to oppose any applications, proceedings or proposed actions and omissions which may seem calculated or appear, directly or indirectly to prejudice the interests of

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the Company. To subscribe for, acquire, hold and sell share-stocks, debentures, debenture-stocks, bonds, mortgages, obligation, securities of any kind issued or guaranteed by any Government, sovereign, ruler, commissioners, trust, municipal, local or other Authority or body of whatever nature, whether in India or elsewhere as trade investments and buy and sell foreign exchange in accordance with applicable laws and to invest and deal with the moneys of the Company in such manner and extent as from time to time may be thought proper and to hold, sell or otherwise deal with such investments as may be deemed necessary.

22. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and on such terms as may be considered expedient and to vest any real or personal property, rights, privileges or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, its members and employees and with or without any declared trust in favour of the Company.
23. To apply any of the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund which is in any way connected with any trade or business or commerce generally and particularly with any association, institution or fund for the promotion of businesses of the native Company is authorised to carry on hereunder or for the protection of the interests of owners and employers against loss by bad debt, strike, combination, re, accident or otherwise or for the benefit of any employees or others at any time employed by the Company or any of its predecessors in business or their families or dependants and whether or not is common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational, religious and charitable institutions, dining and recreation rooms, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any fund raised by public or local subscription for any purpose charitable or otherwise.
24. To establish and maintain or procure the establishment and maintenance of or contribute to any contributory or non-contributory pension or superannuation or provident funds for the benefit of and give or procure the giving of donations, gratuities, pensions, contributions, allowances or emoluments and also establish, for any person who is or was at any time in the employment or service of the Company or who was or is Director of the Company allied to or associated with the Company or with any subsidiary Company thereof or whose services have been transferred to the Company.
25. To provide housing, educational, recreational and other amenities and facilities for employees and such other persons as the Company may deem expedient including directors, and their wives, windows, families and dependants and to establish or subscribe to or subsidise any institutions;

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associations, clubs or funds, calculated to be for the benefit of or to advance the interest and well being of such persons, the Company, or its members and to make payments to or towards the medical expenses or insurance of any such persons as aforesaid and to grant compensation, gratuities or other aid to such persons as aforesaid either alone or in conjunction with any other Company allied to or associated with or a subsidiary of the Company.

26. Subject to the provisions of the Sections 181 and 182 of the Act, to subscribe or guarantee money for any National, charitable, benevolent public, general or useful object or for any exhibition.
27. To undertake, manage, finance, promote, sponsor, associate with or carry out either individually or in association in any manner with any other person or Government Authority or otherwise any program of rural and agricultural development or for promoting the social and economic welfare of, or the upliftment of the public in any rural area which the Directors consider to promote and assist in rural development and that the words "rural area" shall include such areas as may be regarded as rural areas under the provisions of the Income Tax Act, 1961, or any statutory modification or re-enactment thereof or under any other law relating to rural development for the time being in force and the Directors may in their discretion transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or Local body or Central or State Government or any public Institution or Fund as the Directors may approve and without prejudice to the generality of the foregoing to subscribe, donate, establish, provide, maintain, conduct, subsidize, undertake, associate with, carry on and promote studies, research, experimental work and application of technology, in any field of human endeavour, by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first aid centres and other technical, scientific, agricultural or any other institutions and bodies for the development and education, medicine, human welfare, agricultural, horticulture, animal husbandry, dairy product, cottage, small scale and any other industry.
28. To let on lease or hire the whole or any part of the moveable and immovable property and undertaking of the Company on such terms as the Company shall determine.
29. Subject to Sec 180 of the Act to sell, exchange, mortgage, hire, let on lease, pledge, hypothecate, grant licences, easements, options, and other rights over and in any other manner and to deal with or dispose of the whole or any part of the under-taking property movable or immovable, easements, privileges, assets, rights and effects of the Company for such considerations as may be thought fit and in particular for stocks, shares or debentures 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 or on payment of any royalty or tribute.

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30. To distribute among the members in specie or in kind any property of the Company including in particular privileges and concessions and any shares and securities of other companies belonging to the Company, or any proceeds of sale or disposal of any property of the Company, subject always to the provisions of applicable laws, if any, in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction, (if any), for the time being required by law.
31. To refer or agree to refer any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives or between the Company and third parties, to arbitration in India or at any place outside India and observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
32. To do all such other things as may appear incidental or conducive to the attainment of the above objects or any of them.
33. To manufacture, formulate, develop, buy, sell and deal in mineral water, wines, cordons, liquors, broths and other restoratives in foods especially those suitable or deemed to be suitable for infants, invalids and convalescents and also to manufacture or deal in contraceptives, artificial eyes, hospital requisites, and vaccines.
34. To carry on the business of manufacturers and dealers in insecticides, pesticides, repellents, and all kinds of agricultural chemicals and to carry on the said business in all their branches and/or to undertake spraying of such chemicals through manual, mechanical and/or to aerial operations, alone or in association without Agencies and/or Companies.
35. To manufacture, process, chemically, electrically, or by any other means, refine, extract, hydrolize, manipulate, mix, deodorise, grind, bleach, hydrogenate, buy, sell, import, export, produce or otherwise dealing seeds and agriculture products food, food products, desitetic products and preparations, patents, and proprietary articles of all kinds whether basic or dried and in all forms and in particular protein foods of all kinds and all other ingredients and all other incidental products.
36. To carry on the business of manufacturers, producers, fabricators, assemblers, importers, exporters, buyers, sellers, stockists, suppliers, distributors, wholesale and retail dealers, repairers,

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- cleaners, storers and ware-housers; hirers, and lessors of motor lorries, motor trucks, fork lift trucks, motor vans, motor buses, motor wagons, omni buses, motor jeeps, motor cars, motor cycles, scooters, mopeds, motor boats, motor launches, trolleys, trailers, light commercial vehicles, amphibious vehicles and other vehicles and conveyances of all kinds, and descriptions suitable for propulsion sea or in any combination thereof, whether propelled, moved, drawn or assisted by means of motor, petrol, diesel oil, power oil, spirit, steam, gas, vapour, electricity, battery, solar energy, atomic energy or any mechanical or any other power or device whatsoever. To carry on the business of contractual engineers and manufacturers and repairers and dealers in all types of machinery and components thereof, connected with the generation, supply, accumulation and improvements, of electricity. To carry on business of manufacturing, forming, forging, welding, fabricating electric furnaces, electric magnets, chucks, machinery, auto parts, engineering goods from metal and metallurgical powders through the process of presintering gas treatment and to export, import and deal in sintered products for automobile, industrial and any other ancillary use. To carry on the business of manufacturers, importers and exporters and dealers in and repairs of engines, machinery, rolling stock, implements, tools, utensils, gas, water and steam fittings, rubber, asbestos, leather and composite goods, coils, oil fuels and lubricants.
37. To carry on the business of suppliers, commission agents, brokers supervisors, handling, inspecting and purchasing agents, insurance agents and to buy, sell, barter, exchange, pledge, mortgage, make advances upon, receive advances on or otherwise deal in lands and buildings.
38. To carry on the business of general commission agents and of importers, exporters, suppliers and dealers in plants, machinery parts, tools and implements. To obtain, procure, process, produce with or without foreign collaboration, to buy, sell, manage, export, import and deal in any or all types of building material, furnishing and decorating materials and furniture
39. To carry on business as distributors, agents, manufacturers and representatives, consultants, dealers and indentors in electrical, mechanical, electronic, telecommunication, agricultural, scientific equipments, instruments, machinery apparatus and appliances, cables and wires, machine tools, internal combustion engines, pumps, compressors, power generation equipments, other industrial, materials, components, spares, spare parts and accessories thereof and electronic equipments.
40. To carry on the trade or business of mechanical engineers, textile engineers, agricultural engineers, aeronautical engineers, aviation engineers, engineers in all branches of work known to engineering founders of all metals and metal compounds whatsoever, welders, millrights, wire drawers, tube makers, iron and steel converters, smiths, wheel rights, metallurgists, galvanisers, japanneers, annealers and enamellers electroplaters, varnishers, vulcanisers and manufacturers of

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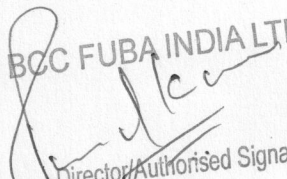
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all instruments, appliances, devices and tools used in or in connection with any of the above business and all motors, machinery, mechanical, electrical and specific appliances, apparatus and devices of every description.

41. To carry on the business of an investment company and to buy, underwrite, invest in, acquire, hold and deal in shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted or carry on business in India or elsewhere and debentures, debenture—stock, bonds, obligations, and securities issued or guaranteed by any Government, Central or State, Commissioners, Public Body or Authority, Supreme, Municipal, Local or otherwise, firm or person whether in India or elsewhere.
42. To carry on the business of stationers, printers, lithographic printers, photographic printers, photo lithographers, engravers, dyesinkers, envelop manufacturers (book binders account book manufacturers, machine rulers, paper makers, box makers, cardboard, manufacturers) type foundry, photographers, manufacturers and dealers in playing, visiting, Railway, festive, complimentary and fancy cards, and valentines, parchment dealers, dealers in stamps, agent for payment of stamp duties, advertising agents, designers, draughtsmen, ink manufacturer, pen, ball pen and pencil manufacturers, book sellers, publishers, paper manufacturers and dealers in the materials used in the manufacture of paper.
43. To carry on the business of production, distribution or exhibition of films and motion pictures including the running of theaters, cinemas, studios and cinematographic shows and exhibitions.
44. To carry on the business of proprietors and/or managers of theatres, places, halls, auditoriums, Cinema Houses, Studios and Cinematographic shows and exhibitions in India or elsewhere.
45. To carry on the business of talkies in India or elsewhere and to present, cinematographic films, plays, dramas, comedies, operas, ballets, pantomimes, revues, promenade and other musical concerts and ballet shows, variety and other entertainments.
46. To enter into agreement with authors, play-writers, song writers, dialogue and scenario writers, musicians composers publishers, film and theatrical producers and other persons for dramatic production or other rights of films, plays, operas, revues, spectacular pieces, ballets, musical compositions and songs and other dramatic or musical performances and entertainments for the exhibition and production thereof in any part of the world. To carry on the business as proprietors, managers and consultants of hotel, cafe, restaurant, road house, motel, holiday camp, caravan site, apartment house keepers and to buy, sell, import, produce, manufacture or otherwise, deal in food and food products, meat, groceries, fruit, wine, spirit, alcoholic beverages, tobacco, drug supplies, beverages, linen furniture and furnishings. To hire, purchase or otherwise acquire, any work ships and vessels of any class and to establish and maintain lines or regular

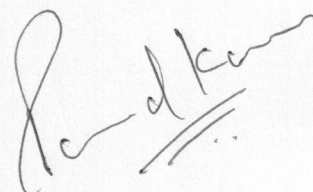
services of ships or other vessels, and to carry on the business of ship owners and to enter into contracts for the carriage of mail, passengers, goods and cattle by any means and either by its own vessels and other forms of transportation or by or over the vessels and modes of transportation of others. To carry on the business as goldsmiths, silversmith, jewellers, gem merchants, watch and clock merchants and repairers and to buy and deal in bullion, precious stones, jewellery, watches, clocks, gold or silver plates, cups, shields, electroplating cutlery, dressing bags, bronzes, articles of virtue and objects of art.

47. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and opticians shops. To carry on the business of manufacturers of and dealers in all types of rubber (celluloid, bakelite, plastic and other chemicals, rubber) and plastic goods particularly industrial rolls, rollers, sheets, beltings and consumer goods, such as tyres, tubes and other allied products, chappals, shoes, toys, medical and surgical goods and all kinds of allied products. To carry on the business of manufacturers or dealers in textiles including man made fibres, cotton, silk, jute, woollen and synthetics, To carry on business as travelling agents, tourist agents and contractors and to facilitate travelling and to provide for tourists and travellers, and promote the provisions of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, enquiry bureaus, libraries reading books baggage transport and otherwise.
48. To acquire or set up and run schools, colleges, training and professional institutions and music and dance centres.
49. To purchase, hire, take on lease or otherwise acquire, build, construct, manufacture, fabricate, bore, install, lay down, erect, subsidise, sell, give on hire purchase system, lease mortgage, improve, reclaim, develop, irrigate, plant, manage, maintain, let out work, control (as may be appropriate in context) and deal in the following and any interest therein:
 - a. Roadways, aerodromes, adits, shafts, levels, planes, tunnels, bridges, ferries, reservoirs, dams, watercourses, aqueducts, dock, wharves, tramways, sidings, cables, wires, lines, and other such conveniences, b) Lands, farms, gardens, buildings dwelling houses, offices, garages, ware-houses, sheds, hangars, calling stations, shelters of all description and any estate whatsoever.
 - b. Hydraulic works, gas works, electric works, water works, power stations, workshops, electric and other furnaces, sewage work.
 - c. Rolling mills, grinding mills, and crushing mills.
 - d. Flour mills,
 - e. Printing presses.

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To carry on the business of farming in all its branches, including as dairy men, fruit farmers, livestock breeders, poultry farmers, timber growers, horticulturists, seeds merchants, processors of agricultural produce and to manage, improve farm, cultivate, acquire, lease, underlet exchange, purchase, sell or otherwise deal with or dispose of agricultural lands and to carry on the business of advisers on problems relating to the administration, organisation and work of farms, training or personnel thereof of system or processes relating to the production, storage, distribution, marketing and sale thereof and/or relating to the rendering of services in connection therewith.

50. To carry on the business of canning and food preservation including tinning and bottling of food stuffs, meat products, chicken products, jam pickles, sausages, table delicacies and preserved provisions of all kinds and to establish, own, operate, acquire, run and manage canning and other factories of the purpose of packing articles and products and as manufacturers, and dealers of dairy, poultry farm and garden produce of all kinds including milk, cream butter, ghee, cheese, condensed milk powders, malt products, milk food, and milk preparations of all description, vegetables and fruits of all kinds including manufacture, and sale or otherwise deal in Vanaspati Ghee.
51. To carry on the business of manufacturers, importers, exporters and dealers in Tubes, Pipes and Fittings of steel, brass, copper, cast iron, rubber, polythene, aluminum, stainless steel and hardware and mills tores and iron founders, brass and copper wires nettings, strainers, valves and cocks of all kinds, sanitary wares and sanitary things of all kinds, electric goods, of all kinds, agricultural implements, tools and implements of all kinds, precision instruments, machine and jigs meters and their component parts.
52. To carry on the business of designing, manufacturing, developing, improving, hiring, repairing, buying, selling, and dealing in forgings of all types of ferrous and non—ferrous metal.
53. To carry on the business or businesses of manufacturers, repairers, importers and exporters of, and dealers in ferrous and non—ferrous castings of all kind in particular chilled and malleable castings, special alloy castings, steel castings, carbon steel ingots, gun metal, copper, brass and aluminium castings and foundry works of all kinds and/or refined metals, alloys and metal products from scrap of any metal including, acquisition of scrap from any individual, company, government disposals, by auction, by shipbreaking or otherwise.
54. To carry on the business or businesses of manufacturers, importers and exporters of and dealers in forgings, press, structural and rolling works of all kinds, Agricultural implements, machinery, structural and heavy pipes, alloys steel strips, carbon steel-strips and stainless steel strips,

A handwritten signature in dark ink, appearing to be 'R. D. Kumar' or similar, with a stylized flourish at the end.

stainless steel utensils, aluminium utensils and, in particular, (i) bolts and nuts, rivets, washers, wire nails, screws, hinges, hook bolts, tower bolts, dogspikes signalling materials and railway carriages and wagon fittings and die and press work of all kinds, (ii) strip, memory plates, pipes and rolled strips/box strapping, bright bars and shafting cold strips, rods, bars, wires, sheets all types of sections and all kinds of ferrous and non-ferrous rolling works, (iii) mill, factory tea garden and colliery requisites of all kinds, (iv) gates and railings, collapsible gates and grills, stairs, columns, trusses, metal doors and windows and other building materials.

55. To organise, contract and carry out the business of advertisers, advertising agents, publicity consultants and to carry on the business of advertising through bill posters, production and exhibition of films and slides, radio, television, direct mails, circulars including newspapers and magazines, in India or abroad.
56. To offer to the manufacturers, traders dealers, stockists of various products commodities, services or any other thing whatsoever, the services as marketing agents, with a view to improve marketing methods by improving labelling, design-ing, packing and advertising.
57. To take on lease or otherwise acquire any mines, mining rights and metalliferous land anywhere and any interest therein and to explore, work, energise, develop and turn to account the same.
58. To organise lotteries and to hold draws, distribute prizes for and on behalf of state or central Government or any foreign government.
59. To act as stockists, distributors or sellers of lottery tickets, issued by any Government.
60. To carry on the business of buying, selling, importing, exporting, devising and preparing all kinds of advertising novelties, materials, aids, complimentary gifts, devices, designs and other media, used for the purpose of audio visual publicity and advertising.
61. To import foreign films, machinery, apparatus, cameras and other cinematographic equipment, and export Indian films to foreign countries.
62. To erect, construct, purchase or otherwise acquire, equip and maintain laboratories and to undertake developing of negatives, positive printing and all other kinds of photochemical work.
63. To act as consultants, advisors representatives or collaborators and to provide all technical know-how to any company, firm or individual in India or abroad. To arrange for licences, patents, rights or concessions from any government or other authority in the field of fertilizer and chemical.
64. To manufacture, buy, sell, import or export, cotton, woolen and silk, artificial and synthetic fibre goods of all kinds and to carry on all or any of the businesses of Cotton, woolen and silk spinners and doubles, ex and jute spinners, wool combers, worsted_ spinners, linen manufactures, worsted stuff manufacturers, drapers, ex, hemp, jute and silk merchants, bleachers and dyers and makers of vitriol, bleaching and dyeing materials, growers of mulberry and other trees and producers of

- any other articles or things whether by cultivation or aforesaid or by any other mechanical or chemical power or appliance for the purpose of attaining silk, wool, cotton or any other material to be converted into cloth and importers and export of sheep or any other animal breeders.
65. To carry on the business of house, shop, saloon, balls and other apartment and exhibition decorators and execute decorative work of all sorts to prepare, manufacture, import, export, devise, all kinds of artistic objects for the use and ornamentation of any property used in the decoration or furnishings, exhibitions, or other structures of all kinds & nature whatsoever.
66. To carry on the business of general import and exports of all goods and to act as export house and import house agents.
67. To carry on the business of suppliers, manufacturers, dealers, importers, exporters and agents of pulp, paper, hard-board, packing paper, packing materials straw products and to establish paper mills.
68. To carry on the business of manufacturers and dealers in and furniture furnishing materials, carpets & other decorative accessories of all kinds,
69. To take agencies of any firm or firms, Company or Companies within or outside India and to appoint agents, distributors, salesmen, travellers, canvassers, sales organisers for their own products likewise in India or abroad.
70. To deal in glass manufacture, glass sheets, bottles, vacuum and other glassware goods and to establish bottling plants and ceramic factories. To carry on the business of packers, shipping, clearing and forwarding agents, handling, supervising and transportation agents, insurance agents, mercantile, agents, stevedores and wharfingers, contractors and dealers in handling services and packing materials.
71. To carry on all or any of the business of manufacturers and producers, importers and exporters, buyers and sellers, stores and stockists, suppliers and distributors, users, wholesalers and retail dealers, repairers and workers in :—
- a) Galvanised sheets, tin sheets, pipes, tubes, bars, angles and categories of iron, steel and all other metals, (whether of perfect, defective or rejected quality) and scrap of the same.
- b) Hardware, cutlery, utensils, tools, implements, apparatuses, compasses, nautical instruments, anchors, chains, wire ropes, and all other kinds of ropes, corks, masts and blocks, machineries, and parts thereof, lathes, planers, oilcrushers, chaff cutters, embroidery machines, sewing machines, needles, safes and steel furniture.
- c) Tractor, earth moving machines and contrivances, ploughing and sowing machines and all kinds of agricultural tools, implements, spares and other connected things.

- d) Tube wells of all description and all implements, tools and apparatuses and other connected things.
 - e) Petroleum and petroleum products in all its branches, diesel oil, kerosene, spirit all kinds of fuel, oils, vapours, gas lubricants, and greases.
 - f) Electrical heaters, coolers, refrigerators, fans, lamps, radios, photograms, telephones, dictaphones, sound recorders, microphones, television sets, transmitters, and electrical and wireless sets, accumulators, batteries, dynamos, generators, transformers, insulators, cables, wires, electric poles, machinery, appliances, equipments and instruments of all description.
 - g) Glasses of all kinds, plate glasses, bewelle glasses, embossed glasses, mirrors and all kinds of chinawares, enamelwares and articles of glass, porcelain ceramics, terra cotta, clay and combination thereof of all description.
 - h) Coke and coal, fuel and cooking gases of all kinds and descriptions.
 - i) Bricks, slates, slabs, stones ballasts, marbles, cement, gravel, concrete, lime plasters, whiting clay, sand earth, fire bricks, refractories, coke-store, coltar, bitumen, asbestos cement sheets, prefab materials and other materials used in construction of buildings and roads, and requisites and conveniences of all kinds.
 - j) Explosives, gunpowder, of every kind, nitroglycerine dynamite, guncotton, blasting powder, cartridges, detonators fuses and arms and ammunition of all descriptions.
 - k) Mica, asbestos, quick silver, coal, precious stones, soap stone (talc), precious metals, manganese ore, iron ore and other ores, metal and mineral substances of all kinds and other substances of all sorts of alloys and amalgams, of metals, minerals, and other things and artificial stones, pearls and jewels of all descriptions.
 - l) Ivory, stores and general merchandise of all descriptions.
 - m) Sugar, fruit juices, syrups, cordials, jellies marmalades pickles, tea, coffee, coco, vegetables, fruits, wheat, maize, barley, oat, rice, cotton, jute and other agricultural products, provisions store grocery.
72. To carry on, in any mode, the business of storekeepers in all its branches and in particular to buy, sell, manufacture and deal in goods, stores, consumable articles. chattels, and effects of all kinds, both wholesale or retail.
73. To manufacture, import, export, buy sell or otherwise deal in Refined oils.
74. To carry on the business of manufacturers of and dealers in automobile parts, accessories, ancillaries, stores and spares and to engineer, develop, design, assemble, manufacture, produce, import and export, buy, sell, and otherwise deal in industrial, mining, agricultural and other machines, and all types of tools, plants, equipments, instruments, appliances and hardware of all

- kinds, general fittings, accessories and appliances of all description made of metal, alloy, glass, synthetic and "other fibres, chemicals and PVC compounds, plastics or any other materials.
75. To Carry on the business of contractors, manufacturers, constructors, suppliers of and dealers in dry-cells, accumulators, lamps for the purpose of light, heat, motive power and for all other purposes for which electricals energy can be employed, and to manufacture, and deal in all apparatuses, and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity including in the term electricity all power that may be directly or indirectly derived of electricity therefrom or may incidentally hereafter discovered in dealing with electricity.
76. To manufacture and/or produce and/or otherwise engage in the manufacture or production of or dealing in electrical kilowatt hour meters magnets electromagnets, power cables, industrial jewels, ammeters, voltmeters, and other types of measuring instruments, electrical or non electrical, die casting, screws, nuts, and bolts, transformers of all types, circuit-breakers, punched card machine, computers and calculators, and their accessories hoists, elevators, trolleys and coaches, winches power generators, magnetic separators, winders, air compressors, welder, fans of all types, switches and motors of all types, drill, electric grinders, air conditioners, refrigerators, washing machines, television and wireless apparatus including radio receivers and transmitters, electronic instruments, diodes, transisters and allied items, watches and clock, cameras and any household appliances and any equipment used in the generation, transmission and receiving of sound, light and electrical impulses, and components parts thereof and other materials and products.
77. To carry on a business of providing comparative information about the characteristics, interest or other attributes of individuals, communities, organisations, countries or other social units and or any articles or commodities or economic trends or person whatsoever, to design, invent, prepare, own, make use of lease, sell or otherwise dispose of and, generally, to deal in and with computers, data processing machines, tapes, cards memory equipment or any other equipment and materials of every kind and description useful in connection with this business, to license or otherwise authorise others to engage in the foregoing, and to engage in general research and development in areas related to or involving the foregoing.
78. To grow, take on lease, acquire, develop, deal in plantations and forests, and to process in all aspects timber, wood, plywood, and all kinds of wood, and to take products wherein wood is a constituent part and to design, develop, fabricate any products involving the use of wood.
79. To carry on the business of manufacturers, producers, fabricators, assemblers, importers, exporters, buyers, sellers, stockists, suppliers, distributors, wholesale and retail dealers, repairers,

- cleaners, stores and ware-housers, and hires lessors of vehicles, body building, chassis, frames, power train, components, parts, spares, accessories, fittings, mobile workshops, garage equipments and tools, assemblies and sub-assemblies and all articles and things which are used, fitted, attached, assembled or required in the manufacture, fabrication, assembly, repair, service of the products mentioned.
80. To carry on business of manufacturers and dealers, importers and exporters of natural and synthetic resins, moulding powders, adhesives, and cements, oil paints, distempers, cellular paints, colours, varnishes, enamels, gold and silver leaf enamels, spirits and other allied articles.
81. To manufacture, produce, assemble, distribute, stock, barter, exchange, pledge, repair, use buy, sell, import and export and otherwise deal in all types of scientific instruments, and their accessories, testing instruments, process control instruments, electrical and electronic instruments, nautical, aeronautical and survey instrument, optical and ophthalmic instruments, general laboratory medical and surgical instruments, apparatuses, scientific laboratory, glassware, photographic, chemical and other instruments, apparatuses, appliances, equipments, devices, contrivances, their accessories and components.
82. To engineer, develop, design, assemble, manufacture, produce, import, export, buy, sell, operate, run, let on hire and otherwise deal in :-
- a) all kinds of earth moving and agricultural machines, petrol and diesel engines, tools, plants, tractors, equipments, spares, appliances, implements, accessories etc. mobile or otherwise ;
 - b) heavy vehicles and machines for agricultural and land reclamation, drainage, irrigation, waterworks, engineering, forest clearing, pumping and other purposes ;
 - c) spraying machines, vehicles and equipments whether mobile or otherwise ;
 - d) mobile workshops and garage equipments for repair and service stations ;
 - e) tubewells, pumps, floating or otherwise, motors and irrigation machinery;
 - f) transportation equipment for its products or stores, machines or movements personnel and as general purpose freight carriers.
83. To undertake the business of distribution and application of chemicals, fertilizers and pesticides, aeriels or otherwise and to maintain and run vehicles, aero-planes and equipments for spraying and to run the said vehicles and aeroplane for hire as passengers carrying craft also.
84. To carry on the business as formulators, processors, manufacturers of and dealers in chemical products, antibiotics and medicinal preparations and to carry on the business of manufacturers, buyers, sellers and dealers in, medicines and medical preparations and drugs whatsoever and of suitable for patients, infants, and invalids and basic drugs and diagnostic for all purposes and to carry on all or any of the business of chemists and druggists or chemical preparations and goods

and to manufacture, import or export or otherwise deal in disposable Diapers or of other types of Diapers of whatsoever for babies and patients or others and dressings, surgical, medical or otherwise of all types and description including, Metalline dressings and to import, export, manufacture or otherwise sell hard gelatine capsule covers and other surgical products and instruments.

85. To carry on the business of vialing, bottling, repacking, processing of capsules, syrups tablets and ointments injectables and to make machinery for packing at the customer's specifications or otherwise.
86. To produce, manufacture, use, buy or otherwise acquire, sell, distribute, deal in and dispose of alkalies and acids, gaseous compounds, fertilizers, chemical, inter-mediate, derivatives and bye products, thereof and products to be made therefrom including especially calcium-carbide, calcium-cyanamide, vat, sothblisedvat, azoic salts, naphthols, all types of floatation and resins, dyestuffs, explosives catalytic-agents, wetting agents, insecticides and fumigants, plastics and resins, direct color, basic and rapid fast colours, pigments, drugs, biologicals-pharmaceuticals, pharmaceutical intermediates, resumes vitamin products, hormones, sutures, ligatures, drugs, for disease or disabilities in man or animals and products, derived from phosphate, mines, limestone quarries, bauxite mines, petroleum, natural gas and other natural deposits useful or suitable in manufacturing of chemicals and chemical products.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rs. Twenty Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.*


*Amended vide special resolution passed in Annual General Meeting of the Company held on 27th September, 2017.

We the several persons, whose name and addresses are subscribed, are desirous of being formed into the 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;

S.No	Name, addresses, description and Occupation of Subscribers	Signature of Subscribers	Name, addresses, description and Occupation and Signature of Witnesses
1.	Desraj Bhagat S/o Late Sh. K.C. Bhagat C-136, Defence Colony, New Delhi Business	Sd/-	<p>I Witness the Signature of All the Subscribers Sd/- Vinay Kumar Aggarwal A.C.A.</p> <p>S/o Sh. M.L. Aggarwal B-4, Elite House, 36, Zamrudpur Community Centre, Kailash Colony, Extn. New Delhi-110048</p>
2.	Vidya Sagar Bhagat S/o Late Sh. K.C. Bhagat C-136, Defence Colony, New Delhi Business	Sd/-	
3.	Renu Bhagat W/o Vidya Sagar Bhagat C-136, Defence Colony, New Delhi Business	Sd/-	
4.	Vidya Bhushan Kumar S/o Late Sh. B.L.Kumar 64, Behra Enclave, Outer Ring Road Delhi-110048 Service	Sd/-	
5.	Roshan Lal Setia S/o Sh. Dina Nath A/153, Jhilmil Colony, Shahdara Service	Sd/-	
6.	Padma S Nariani W/o S. K. Nariani 6/684, Lodhi Colony, New Delhi-110003 Service	Sd/-	
7.	Om Parkash Batra S/o Late Sh. L.C. Batra 1-C/34. New Rohtak Road, New Delhi-110005 Engineer & Contractor	Sd/-	

Dated this: 28th Day of May, 1985

Place: New Delhi

For BCC FUBA INDIA LTD.

Director/Authorised Signatory

THE COMPANIES ACT, 2013

(COMPANY LIMITED BY SHARES)

ARTICLE OF ASSOCIATION
OF
B C C FUBA INDIA LIMITED

Interpretation

(1) In these regulations—

(a) “the Act” means the Companies Act, 2013,

(b) “the seal” means the common seal of the company.

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

Public Company

I (1) the Company is a “public company” within the meaning of Section 2 (71) of the Companies Act, 2013 and Shall accordingly specifies a company which—

(a) is not a private company;

(b) a minimum paid-up share capital of five lakh rupees or such higher paid-up capital, as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed has to be public company for the purposes of this Act evenwhere such subsidiary company continues to be a private company in its articles ;

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time.as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be

For BCC FUBA INDIA LTD.

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provided,—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

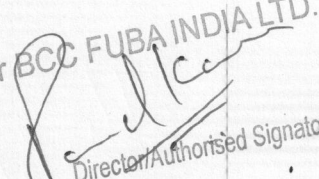
5 (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

For BCC FUBA INDIA LTD.

Director/Authorised Signatory

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* therewith

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

For BCC FUEA INDIA LTD.

Director/Authorised Signatory

Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

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

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

For BCC FUBA INDIA LTD.

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Transfer of shares

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) 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.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.

Forfeiture of shares

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.


28. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. 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, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

For BCC FUBA INDIA LTD. 6

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(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (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 monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32 (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(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; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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.

Alteration of capital

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,—

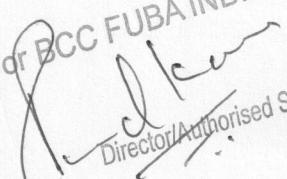
(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock,—

For BCC FUBA INDIA LTD

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(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

Capitalisation of profits

38. (i) 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 reserve accounts, or 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 (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

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

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

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

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

(ii) The Board shall have power—

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

(b) to authorise any person 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 the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

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

General meetings

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.


42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

43 (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

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44 . The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

47 . (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

58. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section) make and vary such regulations as it may think fit respecting the keeping of any such register.

62. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

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

64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

74. Subject to the provisions of the Act,—

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

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

76. (i) The Board shall provide for the safe custody of the seal.

(ii) 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 two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

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Dividends and Reserve

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

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

79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares 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 consider necessary not to divide, without setting them aside as a reserve.

80. (i) 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 dividend is 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.

(ii) 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.

(iii) All 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.

81. 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.


82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case 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 in writing direct.

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

83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

84. 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.

85. No dividend shall bear interest against the company.

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Accounts

86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Note: The Articles shall be signed by each subscriber of the memorandum of association who shall add his address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address, description and occupation, if any, and such signatures shall be in form specified below:

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S.No	Name, addresses, description and Occupation of Subscribers	Signature of Subscribers	Name, addresses, description and Occupation and Signature of Witnesses
1.	Desraj Bhagat S/o Late Sh. K.C. Bhagat C-136, Defence Colony, New Delhi Business	Sd/-	<p>I Witness the Signature of All the Subscribers</p> <p>Sd/- Vinay Kumar Aggarwal A.C.A.</p> <p>S/o Sh. M.L. Aggarwal B-4, Elite House, 36, Zamrudpur Community Centre, Kailash Colony, Extn. New Delhi-110048</p>
2.	Vidya Sagar Bhagat S/o Late Sh. K.C. Bhagat C-136, Defence Colony, New Delhi Business	Sd/-	
3.	Renu Bhagat W/o Vidya Sagar Bhagat C-136, Defence Colony, New Delhi Business	Sd/-	
4.	Vidya Bhushan Kumar S/o Late Sh. B.L.Kumar 64, Behra Enclave, Outer Ring Road Delhi-110048 Service	Sd/-	
5.	Roshan Lal Setia S/o Sh. Dina Nath A/153, Jhilmil Colony, Shahdara Service	Sd/-	
6.	Padma S Nariani W/o S. K. Nariani 6/684, Lodhi Colony, New Delhi-110003 Service	Sd/-	
7.	Om Parkash Batra S/o Late Sh. L.C. Batra 1-C/34. New Rohtak Road, New Delhi-110005 Engineer & Contractor	Sd/-	

Dated this: 28th Day of May, 1985

Place: New Delhi

For BCC FUBA INDIA LTD.

 Director/Authorised Signatory