

**THE COMPANIES ACT, 1956**  
**(Company Not for Profit)**  
**(Licensed Under Section 25 of the Companies Act, 1956)**  
**(COMPANY LIMITED BY SHARES)**

**ARTICLES OF ASSOCIATION**  
**OF**  
**ADITYAPUR AUTO CLUSTER**

**I. INTERPRETATION**

1. In the construction of these Articles unless inconsistent with the context, the words or expressions given hereinbelow shall have the following meaning:-
  - (a) "The Act" means the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force.
  - (b) "AIADA" means Adityapur Industrial Area Development Authority.
  - (c) "ASIA" means Adityapur Small Industries Association.
  - (d) "Board" or "Board of Directors" means the meetings of the Directors duly called and constituted or, as the case may be, the Directors assembled at a Board Meeting or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.
  - (e) "The Company" means ADITYAPUR AUTO CLUSTER.
  - (f) "Chairman" means the Chairman, for the time being of the Board.
  - (g) "The Committee" means a committee duly constituted under these Articles.
  - (h) "Chief Executive Officer" means Chief Executive Officer of the Company.
  - (i) "The Directors" means the Directors of the Company and include persons occupying the position of Directors by whatever name called.
  - (j) "The Managing Director" means the Managing Director or Managing Directors of the Company for the time being.
  - (k) "Member" means a shareholder holding shares in the Company including members who are subscribers to the Memorandum of Association and Articles of Association.
  - (l) "Month" means the English calendar month.
  - (m) "The Office" means the Registered Office of the Company for the time being.
  - (n) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto respectively by Section 189 of the Act.

- (o) "These presents" means the Memorandum of Association and these Articles and Association as originally framed or the regulations of the Company for the time being.
- (p) "Proxy" includes an attorney duly constituted under a power of attorney to vote for a Member at a general meeting or poll.
- (q) "The Seal" means the Common Seal of the Company.
- (r) "Year" means financial year ending 31st March, each year.

## **II. PUBLIC COMPANY**

- 2. The Company is a Public Company within the meaning of section 2(37) and 3(1)(iv) of the Companies Act, 1956.

## **III. MEMBERS**

- 3. The number of members with which the Company is incorporated is seven but the same may be increased to an indefinite number as and when the Board of Directors may think fit in the interest of the activities of the Company.

## **IV. CAPITAL**

- 4. The Authorised Share capital of the Company shall be such amount and be divided into such shares as may, from time to time, be provided in clause VIII of Memorandum of Association payable in the manner as may be determined by the Board of Directors, from time to time with power to increase and reduce.
- 5. 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.
- 6. The Company may, by ordinary resolution,-
  - I. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - II. Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum, subject, nevertheless, to the provisions of clause (d) of sub-section (1) of Section 94;
- III. Cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person.
- 7. The Share shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons on such terms as they think fit and to give any persons any shares whether at par or at a premium and for such other consideration as the Board of Directors think fit.
- 8. Subject to these presents and the provisions of the Act, the shares of the Company whenever issued shall be under the control and at the disposal of Directors who may allot, issue or otherwise dispose of the same or any of them to such persons or on such terms and conditions and at such times and at par or premium or discount as they may,

from time to time, think fit and proper, may also allot and issue shares in Capital of the Company in payment or part payment for any property sold or transfer to or for services rendered to the Company in or about the conduct of its business and the shares which may be so allotted may be issued as fully paid up shares and if so issued deemed to be fully paid up shares.

9. The Company may, by special resolution, reduce in any manner and with and subject to, any incident authorized and consent required by law;-
  - i. its share capital;
  - ii. any capital redemption reserve account; or
  - iii. any share premium account.

#### **V. TRANSFER AND TRANSMISSION OF SHARES**

10. (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.
11. Subject to the provision of the section 108 of the Companies Act 1956 and any other provisions of the Act, Shares of the Company shall be transferred in the prescribed form, namely FORM No. 7B.
12. The Directors may refuse to register any transfer of a share (1) where the company has a lien on the share, or (2) where the shares is not fully paid up share, subject is section 111 of the Act.

#### **VI. GENERAL MEETINGS**

13. All general meetings, other than annual general meeting shall be called extraordinary general meetings.
14. (i) The Board of Directors may, whenever it think fit, call an extraordinary general meeting.  
(ii) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which a meeting may be called by the Board of Directors.  
(iii) Subject to the section 190, 171 and 219 of the Act, a general meeting may be called by giving to members clear not less than 21 days notice in writing except where such condition is waived off unanimously by all members in writing in meeting.

#### **VII. PROCEEDING AT GENERAL MEETINGS**

- 15 (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) Five members present in person shall be a quorum.

16. The Chairman, if any, of the Board of Directors shall preside as chairman of every general meeting of the company.
17. If there is no such chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to sit as chairman of the meeting, the Director present shall elect one of their member to be chairman of the meeting.
18. If at any meeting, no Director is willing to act as chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall chose one of there members to be chairman of the meeting.
19. (1) The Chairman 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.
  - i) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - ii) When a meeting if adjourned for 30 days of more, notice if the adjourned meeting shall be given as in the case of an original meeting.
  - iii) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. In the case of equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes places or at which the poll is demanded, shall be entitled to a second or casting votes.
21. Each member shall be entitled to one vote only, irrespective of number of shares held.
22. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

#### **VIII. DIRECTORS**

23. The business of the company shall be managed by the Directors who may pay all expenses incurred in getting the company registered and may exercise all such power of the company as are not restricted by the Act or any statutory modification there of for the time being in force or by these articles required to exercise by the company in general meetings subject never the less, to any regulations of these articles, to the provisions of the Act and to such regulations being not in consistent with the aforesaid regulation or provisions as may be prescribed by the company in general meeting. Nothing shall invalidate any prior Act of the Directors which would have been valid if that regulation had not been made.
24. The number of Directors shall not be less than 3 (Three) and not more than 12 (Twelve).
25. The First Directors of the Company are :
  1. Mr. V.P. Singh
  2. Mr. S.K. Behera

3. Mr. Bikash Mukherjee
4. Mr. Atul Dua
5. Mr. Killol D. Kamani
6. Mr. Dilip Kumar Goyal
7. Mr. Sajjan Kumar Naredi
26. Constitution of Board shall be:
  - a) Managing Director of Adityapur Industrial Area Development Authority (AIADA)- ex - officio.
  - b) Secretary of Adityapur Industrial Area Development Authority (AIADA)- ex - officio.
  - c) President of Adityapur Small Scale Industries Association (ASIA) ex - officio.
  - d) Nominee of Adityapur Small Scale Industries Association (ASIA)
  - e) One nominee from Central Government, if nominated by the Government.
  - f) One nominee from Government of Jharkhand, if nominated by the Government.
  - g) Other six directors as may be elected by the members of the Company.
  - h) Out of six two directors shall be either member of ICAI/ICSI/ICWAI, or other professional like MBA, Engineers etc.
27. No person other than a retiring Director, shall be elected as a Director (except as a First Director or Director appointed by the Board) unless fourteen days notice shall have been given at the registered office of the company of the intention to propose himself together with a notice in writing signed by himself signifying his willingness to be elected.
28. The Director shall not be required to hold any qualification shares in the company.
29. Each Director shall receive out of the funds of the company by way of sitting fee for his services a sum in accordance with the provision of the companies Act 1956 and rules made there under for every meeting of the Board or any committees of Directors attended by him.
30. The Directors shall be paid traveling and other expenses of attending and returning from meeting of the Board (including hotel expenses) and any other expenses properly incurred by them in connection with business of the company. The directors may also be remunerated for any extra services done by them outside their ordinary duties as directors, subject to the provisions of section 314 of the Act.
31. If any Director, being willing shall be called upon to perform extra services or special attention for the purpose of the company, the company may, subject to section 314 of the Act, remunerate such Director which either in addition to or in substitution for remuneration to which he may otherwise be entitled.

32. Subject to Sections 297 and 299 of the Act. no Director shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company, in which any Director shall be in any way interested, be avoided nor shall any Director contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relation thereby established but it is declared that the nature of his interest must be disclosed by him at the meeting of the directors at which the contract is determined if his interest then exists or in any other case at the first meeting of the Directors after he acquires such interest.
33. The Director shall have the power, at any time and from time to time, to appoint any person having expertise knowledge in the field of technique, legal or any professional qualification, as additional Director in addition to the existing Directors but so that the total Number of Directors shall not be less than three and more than twelve at any time. Any Director, so appointed, shall hold office only till the next following Annual General Meeting but shall be eligible thereof for election as Director.
34. Subject to Section 197A of the Act, the Directors may, from time to time, appoint one or more of them to the office of Managing Director on such term and conditions and at such remuneration as they may think fit.
35. The Board may pay all the expenses incurred in getting up and registering the Company and / or issue / allot shares against such expenses.
36. Subject to the provisions of the Companies Act, directors may be paid remuneration either by way of commission or monthly, quarterly or annually.

#### **IX. PROCEEDINGS OF DIRECTORS**

37. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business and the place and manner in which the meeting shall be called. Two Directors or one third of its total strength which ever is higher, present in accordance with section 287 of the Act, shall form a quorum. Subject to the provisions of the Act, questions arising at any meeting shall be decided by majority of votes, in case of an equality of votes, the Chairman shall have a second or casting vote.
38. A Director may and on the request of a Director, the secretary, if any, shall at any time summon a meeting of Directors. A Director who is not in India shall not be entitled to a notice of a meeting of the Directors.
39. The Managing director of AIADA and in his absence Secretary of AIADA shall be the chairman of the Board, if at any time the Chairman is not present, Directors present shall choose one of their members to be the chairman of such meeting.
40. Except a resolution which the Companies Act, 1956 requires it specifically to be passed in a Board meeting, a resolution in writing signed by the majority of the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted, subject to section 289 of the Act.

## **X. POWERS OF THE DIRECTORS**

41. Subject to section 292 of the Act, the Directors shall have the power to delegate any of their powers to such managers, agents or other persons as they may deem fit and may at their own discretion revoke such powers.
42. The Board may constitute any committee for delegation of its power.
43. The Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general direction, managements and superintendence of the business of the Company with full power to do all such Acts, matters and things deemed necessary, power or expedient for carrying on the business and concern of the Company, and to make and sign all such contracts and to draw and accept on behalf of the Company all such bills of exchange, hundies, cheques, drafts and other Government papers and instruments as shall be necessary proper or expedient for the authority and direction of the Company except only such of them as by the Act or by these presents which are expressly directed to be exercised by share-holders in the General Meeting.

## **XI. INSPECTION OF ACCOUNTS**

44. (1) The Board of Directors shall cause proper books of accounts to be maintained under section 209 of the Act.
  - (2) The Board of Directors shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations all books of the Company, or any of them, shall be open to the inspection of members not being directors.
  - (3) No member (not being a Director) shall have any right of inspecting any account book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

## **XII. SECRECY**

45. Every manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or any other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon his duties, sign declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any General Meeting or by the laws of country and except so far as may be necessary in order to comply with any of the provisions in these presents of the Act.

## **XIII. BORROWING POWERS**

46. Subject to section 58A and 292 of the Act, and the regulations made thereunder and Directions issued by the R.B.I. the Directors shall have the power, from time to time and their discretion, to borrow, raise or to secure the payment of any some of money for the purpose of the Company in such manner and upon such terms and conditions in all respect as they think fit and in particular by issue of debentures or bonds of the company

of by mortgage charged upon all or any of the properties of the Company both present and future including its uncalled capital for the time being.

#### **XIV. OPERATION OF BANK ACCOUNTS**

47. The director shall have the power to open Bank Accounts, to sign cheques on behalf of the Company and to operate all the banking account of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies, bills or may authorise any other persons to exercise such powers.

#### **XV. BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**

48. The Directors shall lay before each Annual General Meeting, Profit & Loss Account and Balance Sheet for the Financial Year of the Company and balance Sheet made upto the end of the Financial Year only and Audited by a qualified Auditor under the provision of the Act.

#### **XVI. AUDIT**

49. The first auditors of the Company shall be appointed by the board of Directors within one month after its incorporation who shall hold the office till the conclusion of first Annual General Meeting.
50. At each Annual General Meeting of the Company, the Company shall appoint Auditors to hold office from the conclusion of the Annual General Meeting to the next Annual General Meeting.
51. The Directors may fill up any casual vacancy caused by death in the office of the Auditors.
52. The remuneration of the Auditors is to be fixed by the Company in the Annual General Meeting except that the remuneration of the first or any Auditors appointed by the Detectors may be fixed by the Directors.

#### **XVII. THE SEAL**

53. (1) The Board of Directors shall provide for the safe custody of the seal of the Company.
- (2) The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or of a committee of the Board Authorised by it on their behalf and except in the presence of two directors who shall sign every instrument to which the seal of the Company is to affixed.

#### **XIX. MINUTES OF MEETINGS**

54. The Board of Directors shall cause minutes of all proceedings and resolutions of all meetings of Shareholders and Directors to be recorded and duly entered into the minutes book which shall be kept at the registered office of the COMPANY. Any such minutes signed by the Chairman of the meeting shall be presumed correct evidence as to the matters therein contained and all resolutions and proceedings of which minutes have been so made are presumed to have been duly passed.

#### **XX. ARBITRATION**



55. Whenever any difference or dispute arises between the Company on the one hand and any of the Members of heirs, executors, administrators, nominees, or assignees on the other hand or between the Members inter-se or their respective heirs, executors, administrators, nominees or assignees inter-se touching the intent construction or incidents or consequences of these Articles or touching any thing done, executed, omitted or suffered in pursuance thereof or to any affairs of the Company, every such dispute or difference shall be referred to the sole arbitration of the Chairman for the time being of the Company or to some person appointed by both parties and it will be no objection that he is an officer of the Company or that he had to deal with such disputes, or difference and it is only after an Award is given by such arbitrator shall be final and binding on the parties, the arbitration shall be conducted according to the provisions of the Arbitration and Conciliation Act, 1996.

#### **XXI. INDEMNITY**

56. Subject to Section 201 of the Companies Act, 1956, the Chairman, Directors, Auditors, Managing Directors and other officers for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs, executors, shall be indemnified out of the assets and funds of the Company from or against all benefit suits, proceeding, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duties in their respective offices except those done through their willful neglect or default or decert. Any such officer or trustee shall not be answerable for acts, omission, neglects or defaults of any other officer or trustee.

We the several persons whose names and addresses, are subscribed, hereto are desirous of being formed into a Company not for profit in pursuance of THIS ARTICLES OF ASSOCIATION, and we respectively agree to take the number of shares in the Capital of the company, set opposite our respective names:-

Name, Addresses, Descriptions and occupations of Subscribers	No. of Equity shares taken by each subscriber	Name, Address, Occupation and Descriptions of witness to the signatories of the subscribers
<p style="text-align: center;">Sd/-</p> <p>Dilip Kumar Goyal S/o - Sh. Hans Raj Goyal 2, C.H. Area, Jamshedpur, P.S. Bistupur, Distt- East Singhbhum, Jharkhand. Pin- 831001 (Business)</p> <p style="text-align: center;">Sd/-</p> <p>Bikash Mukherjee S/o - Sri P. Mukherjee H.No. 457, G- Road, West Layout, Sonari, Jamshedpur, P.S- Sonari, Distt- East Singhbhum, Jharkhand. Pin- 831011 (Business)</p> <p style="text-align: center;">Sd/-</p> <p>Sajjan Kumar Naredi (F.C.A) S/o Sh. Sitaram Naredi H.No. Nil, Ground Floor, Viridi Niwas, M- Road, Bistupur, P.S- Bistupur, Jamshedpur, Distt- East Singhbhum, Jharkhand, 831001 (Practicing Chartered Accountant)</p> <p style="text-align: center;">SD/-</p> <p>S.K. Behera Suvendra Kumar Behera S/o: Sri B. Behera 39 C, C.H. Area, North/ West, P.S: Bistupur, Jamshedpur , Distt- East Singhbhum, Jharkhand PIN- 831001 (Business)</p>	<p style="text-align: center;">10,000 (Ten Thousand)</p> <p style="text-align: center;">10,000 (Ten Thousand)</p> <p style="text-align: center;">5,000 (Five Thousand)</p> <p style="text-align: center;">10,000 (Ten Thousand)</p>	<p style="text-align: center;"><i>Witness to all the Signatories</i></p> <p style="text-align: center;">Sd/-</p> <p style="text-align: center;"><b>PRAMOD KUMAR SINGH (A.C.S)</b> S/o Sh. Ram Autar Singh Viridi Niwas, M- Road, P.O &amp; P.S. Bistupur Jamshedpur, Singhbhum East, Jhrakhand 831001 ( Practicing Company Secretary) C.P. No. 6019</p>

**Note :** At the time of incorporation denomination of equity shares was of Rs. 10/- (Ten) only Later on converted into denomination of Rs. 1000/- (one thousand) hence no. of Equity shares initially subscribed have been reduced accordingly. Above figures are of initial subscription.

Name, Addresses, Descriptions and occupations of Subscribers	No. of Equity shares taken by each subscriber	Name, Address, Occupation and Descriptions of witness to the signatories of the subscribers
<p>Sd/- Killol D. Kamani S/o- Late D.N. Kamani 4, Dharmchand Mansion, Inner Circle Road, Bistupur, P.S.- Bistupur, Jamshedpur, Distt- East Singhbhum, Jharkhand, Pin- 831001 (Business)</p> <p>Sd/- Atul Dua S/o- Sh. Arjun Dev Dua Plot No. 2 C.H. Area, North West, P.S. Sonari, Jamshedpur, Distt- East Singhbhum, Jharkhand, Pin- 831001 (Business)</p> <p>Sd/- V.P. Singh ( Vijayeshwar Prasad Singh) S/o- Late C.M.P. Singh C/o Hind Auto Pvt. Ltd. B-15, 1st Phase, Industrial Area Adityapur, Jamshedpur. P.S- Adityapur Distt- East Singhbhum, Jharkhand.</p>	<p>5,000 (Five Thousand)</p> <p>5,000 (Five Thousand)</p> <p>5,000 (Five Thousand)</p>	<p><i>Witness to all the Signatories</i> Sd/- <b>PRAMOD KUMAR SINGH (A.C.S)</b> S/o Sh. Ram Autar Singh Viridi Niwas, M- Road, P.O &amp; P.S. Bistupur Jamshedpur, Singhbhum East, Jhrakhand 831001 ( Practicing Company Secretary) C.P. No. 6019</p>
<b>TOTAL</b>	50,000 (Fifty Thousand)	
<p>Date: 13/01/2005 Place: Jamshedpur.</p> <p><b>Note :</b> At the time of incorporation denomination of equity shares was of Rs. 10/- (Ten) only Later on converted into denomination of Rs. 1000/- (one thousand) hence no. of Equity shares initially subscribed have been reduced accordingly. Above figures are of initial subscription.</p>		