

conditionally) for any shares or debentures of the Company or of any Company in which this Company is interested, and it may at any time be suspended, relaxed or removed to any extent and on any terms or conditions by the Company in General Meeting.

3. A Director shall be counted for the purpose of forming a quorum notwithstanding that he may be disqualified from voting under this Article.

The Company may, by ordinary resolution at a meeting convened by special notice, remove any Director and may by any Ordinary Resolution appoint another person in his stead. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

PROCEEDINGS OF DIRECTORS

The quorum necessary for the transaction of the business of the Director may be fixed by the Directors and unless so fixed shall be two.

A resolution in writing signed by all Directors entitled to notice of a meeting of Director shall have the same effect and validity as resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

SECRETARIES

The Directors and or two third holders of the paid up shares of the company shall appoint a secretary as provided in section 293 and 295 of the Companies and Allied Matters Decree.

AUDITORS

The Company shall appoint an auditor or auditors as provided by section 357 (1) and (2) and 358 of the Companies and Allied Matters Decree, 1990.