

Article 130 provides that “Subject to the Act, the quorum for a General Meeting shall be five (5), present in person, holding Equity Shares of the Company.”

Article 132 provides that, “Subject to the provisions of the Act, resolutions may be passed at a General Meeting by a vote of a majority of the shares present and voting at the General Meeting.”

Article 133 provides that, “No resolution shall be deemed to have been duly passed by the Shareholders by postal ballot, unless the resolution has been circulated in draft form, together with the information required to make a fully-informed, good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any, to all Shareholders at their usual address, and has been approved by majority in writing by those Shareholders which are entitled to vote on the resolution”

Article 134 provides that, “Every Director shall have the right to attend any meeting of the Company and also to take part in the discussion even if he may not hold any shares in the Capital of the Company.”

Article 135 provides that, “The Chairman if any, of the Board, shall preside as Chairman at every General Meeting of the Company.”

Article 136 provides that, “If there is no such Chairman or if he is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of the Directors to be the Chairman of the meeting.”

Article 137 provides that, “If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, the Shareholders present shall choose one of the members to be Chairman of the meeting.”

Adjournment of meetings

Article 139 provides that, “When a meeting is adjourned *sine die*, notice of the Adjourned Meeting shall be given in the same manner as in the case of an original meeting, and save as aforesaid it shall not be necessary to give any further notice of an adjournment or of the business to be transacted at an Adjourned Meeting.”

Article 140 provides that,

- “(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 (30) 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.”

Article 141 provides that, “The accidental omission to give notice of any General Meeting or any irregularity in the notice of any General Meeting or the non-receipt of any notice by any Shareholder, Director or the Auditor of the Company shall not invalidate any resolution passed or any proceedings taken at any General Meeting.”

Voting rights

Article 142 provides that,

- “(i) 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. A member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.
- (ii) 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.
- (iii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- (iv) 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.
- (v) Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.