

THE COMPANY ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
COASTAL SALINITY PREVENTION CELL

1. (i) In these Articles :
 - (a) "the Act" means the Companies Act, 1956
 - (b) "the Seal" means the common seal of the Company.
 - (ii) Unless the context otherwise requires, words or expression contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date which these regulations become binding on the Company and in other cases Table "A" to apply.
2. Company to be a Private Company.

The Company is a Private Limited Company within the meaning of Section 3 (1)(iii) of the Companies Act, 1956 and accordingly.

 - (a) The right to transfer shares of the Company is restricted as provided herein.
 - (b) The number of the members, of the Company (exclusive of (i) persons, who are in the employment of the Company and (ii) persons, who having been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be members after the employment ceased) shall be limited to Fifty Provided that, for the purpose of this provision, where two or more persons, hold on or more shares in the Company jointly, they shall be treated as a single member and.
 - (c) NO INVITATION SHALL BE ISSUED TO THE PUBLIC TO SUBSCRIBE FOR ANY SHARES IN OR DEBENTURE OF THE COMPANY.
 - (d) Prohibits any invitation or acceptance of deposits from persons other than its Member, Director or their relatives
3. The subscribers to the memorandum and such other persons as the Board shall admit to membership shall be members of the company.

4. **General Authority**

Wherever in the Companies Act, 1956, it has been provided that the Company shall have any right, privilege or authority or that any company can not carry out any transaction unless the Company is so authorised by its Articles, then in that case, Articles hereby authorise and empower the Company to have such right, privilege or authority and to carry out such transactions as have been permitted by the Companies Act, 1956.

5. **Transfer of Shares of Relatives**

Save as provided by these provisions, no shares shall be transferred to a person who is not a member or related as liberal ascendant or descendent, wife or husband or a grand child of any member as long as such member or relative is willing to purchase the same at a value agreed between the members intending to sell and the Board, failing of such agreement the value fixed by the Auditor of the Company.

6. **Offer to existing members**

In the order to ascertain whether any member is willing to purchase the share, the proposing transferor shall give notice in writing (hereinafter called the "Transfer Notice") to the Company that he desires to transfer the shares. Such notice shall constitute the Company as his agent for the sale of the share to any member of the Company at the fair value. The transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

7. **Procedure when Company finds purchaser**

If the Company shall, within the span of 30 days after being served with the transfer notice, find a person willing to purchase the share (hereinafter called the "Purchasing Member") and shall give notice thereof, to the proposing transferor, that he shall be bound, upon payment of the fair value, to transfer share to the purchasing member.

8. **Default by transferor to transfer**

If in any case the proposing transferor, after having become bound as aforesaid, makes default in transferring the share/shares, the Company may receive the purchase money and there upon cause the name of the purchasing member to be entered in the register as the holder of the share/s and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company shall be a good discharge for the purchasing member and after his name has been entered in the register in purported exercise of the proceedings, shall not be questioned by any person.

9. **Notice of intention to transfer**

If the Company shall not, within the span of 30 days after being served with the transfer notice, find a member willing to purchase the share or any of them and shall not give notice to the proposing transferor in the manner aforesaid, the share specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to members other than the proposing transferor as nearly as may be in proportion to the existing share held by them respectively and the offer shall in each case limit the time within which if not accepted, will be deemed to be declined and may notify to the members that any member who

desire any allotment of shares in excess of his proportion should, in his reply, state how many excess shares he desires he to have and if a member/s does/ do not claim in their proportions, the unclaimed shares shall be issued for satisfying the claim in excesses. If any shares shall not their existing holdings, the same shall be offered to the members including the Directors. If Company does not find any member willing to purchase shares within the said limit, the Company shall intimate accordingly to the transferor who shall thereafter, be at liberty to transfer the shares to any person, approved by the Board, at a value not less than fair value.

GENERAL MEETINGS

10. All general Meetings other than annual meeting shall be called extraordinary general meetings.
11. (i) The General meeting of the Company may be called by giving a notice of not less than 14 days.

(ii) The Board may, wherever it thinks fit, call an extraordinary general meeting.

(iii) If at any time there are not within India, Directors capable of acting, one-third of the directors in India shall form a quorum, and in case of members any two members of the Company may call an extraordinary general meeting in the same manner as nearly as possible as that by which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

12. (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 herein otherwise provided, two members present in person shall be a quorum.
13. (i) If within half an hour from the time appointed for holding the meeting, a quorum is not present, the meeting, if called upon the requisition of member shall be dissolved.

(ii) In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at other time and place as the Board may determine.

(iii) If at such adjourned meeting a quorum is not present within an hour from the time appointed for the meeting, the members present shall be a quorum.
14. The chairman, if any, of the Board shall preside as chairman at every general meeting.
15. 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 act as chairman of the meeting, the directors present shall elect one of their members to be chairman of the meeting.
16. If at any meeting no director is willing to act as chairman 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 chairman of the meeting.
17. (i) 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.

(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, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. In the case of an 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 place, or at which the poll is demanded, shall be entitled to a second or casting vote.
19. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

20. Every member shall have one vote.
21. A member who is 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.
22. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the Institute have been paid.
23. (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 chairman of the meeting whose decision shall be final and conclusive.
24. 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 :

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

BOARD OF DIRECTORS

25. The following shall be the first directors of the Company :
- (1) **MR. APOORVA OZA**
- (2) **MR. ALOK GOPAL KRISHNA**
- (3) **MR. HARIBHAI RANABHAI MORI**

The Company has minimum Two and maximum Twelve Directors.

26. (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) 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 or any committee thereof or general meetings of the company; or
- (b) In connection with the activities for attainment of the objects of the Company

27. **APPOINTMENT AND REMUNERATION OF MANAGING DIRECTOR/WHOLE TIME DIRECTOR**

The Board Director may , be resolution , appoint Managing Director/ whole time Director either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office and on other terms and condition as they think fit.

PROCEEDINGS OF MEETING OF THE BOARD

- 28 (i) The Board of Directors shall meet at least once every three calendar months to conduct business.
- (ii) The Board of Directors may for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (iii) A director may, and manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

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

In case of any equality of votes, the chairman shall have a second or casting vote.

30. 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 director or directors may act for the purpose of increasing the number of directors to that fixed for the quorum, or of the summoning a general meeting of the Institute, but for no other purpose.

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

(ii) If no such chairman is elected, or if at any meeting the chairman 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 chairman of the meeting.

32. (I) The board may, subject to the provisions of the Act, delegate any of its powers to a committee 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 delegate, conform to any regulation that may be imposed on it by the board.

33. (i) A committee may elect a chairman of its meetings.
- (ii) If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
34. (i) A Committee may meet and adjourn as it thinks proper.
- (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 chairman shall have a second or casting vote.
35. All acts done at any meeting of the Board or of a committee thereof, or 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 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.
36. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or committee thereof for the time being entitled to receive notice of a meeting of the board or committee, shall be as valid and effectual as if it had been passed at a meeting of the board of committee, duly convened and held.

MANAGER OR SECRETARY

37. (i) A manager or secretary may be appointed by the board for such term, at such remuneration and upon such conditions as it may think fit and any manager or secretary so appointed may be removed by the Board.
- (ii) A director may be appointed as manager or secretary subject to the provisions of Section 314 of the Companies Act.
38. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and the manager or secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the manager or secretary.

THE SEAL

39. The Board of Directors shall select a seal for the Company and Provide by resolution for the safe custody and affixing thereof. Unless otherwise determined, any one of the directors may use and affix the seal of the Company on behalf of the Company and the said director shall sign the same in token thereof.

SECURITY CLAUSE

40. Subject to the provisions of the Act, no member shall be entitled to visit or inspect any works of the Company without the permission of the Director or Managing Director or of the offer authorised by the Director to grant such permission or to require inspection of any books of accounts or documents of the Company or any discovery of any information or any details of the Company's business or activity trade, secret process or which, in the opinion of the managing director or the Directors, will be in expedient in the collective interest of the members of the Company to communicate to the public or any member.

DIRECTORS AND OTHER RIGHT TO INDEMNITY

41. (a) Subject to the provisions of Section 201 of the Act every Director and officer of the Company shall be indemnified by the Company and it shall be the duty of Director to pay out of funds of the Company all costs, losses and expense (including travelling expenses) which any such Director, officer employee may incur or become liable to by reason of any contract or deed entered into by him as such Director, officer or servant in any way in the discharge of his duties.

(b) Subject as aforesaid every Director, Managing Director, Manager, Secretary or other officers or employees of the Company shall be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 633 of the Act in which relief is given to him by the court.

NOT RESPONSIBLE FOR ACT OF OTHERS

42. Subject to the provisions of Section 201 of the Act, no Director or Directors or other officer of the Company shall be liable for the Acts, receipts or defaults of any other Director or officer for joining in any receipts or other act for conformity or for any loss or expenses happening to the company through insufficiency or deficiency of title to any property acquired of the Directors for and on behalf of the Company or for insufficiency or deficiency of any security in or upon which any of the Company's investment or for any loss arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any money, securities or effects shall be entrusted or deposited or despite or for any loss occasioned by any error of judgement or oversight on his part of any other loss or damage or misfortune whatever which shall happen in the execution or the duties of his office or in relation thereto unless it happens through his own dishonesty.

We, the several persons, whose names and addresses are subscribed are desirous of being formed into a company in pursuance of these Articles of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names. :-

Sr. No.	Names, Addresses, Descriptions, Occupations and Signature of the Subscribers	Number of Equity Shares taken by each Subscriber	Name, Address, Description, Occupation and Signature of the Common Witness
1.	<p>Apoorva Oza S/o. Ajay Oza 701, Vatsraj Apartment, Jodhpur Road, Sattelite, Ahmedabad-380015. Service Passport No. : E9613017 Pan No. : AAPLPO2483M</p> <p style="text-align: right;">Sd/-</p>	<p>20000 (Twenty Thousand)</p>	<p>Common witness to both the subscribers Sd/- Bhawsagar Singh Munjal S/o. Late Bhupendra Singh J. Munjal ET-22/36, Sector-E, Opp. Main Water Tank, Sterling City, Bopal, Ahmedabad-58. Practicing Chartered Accountant M.No. 41305</p>
2.	<p>Haribhai R. Mori S/o. Ranabhai Mori GEB Society, By Pass Road, Kodinar, Gujarat-362720. Service Passport No. : F9575649 Pan No. : ACUMP6754H</p> <p style="text-align: right;">Sd/-</p>	<p>20000 (Twenty Thousand)</p>	
Total		<p>40000 (Forty Thousand Only)</p>	

Place : Ahmedabad
Date : 7th January, 2008