

(Adopted at the Extra Ordinary General Meeting held on 16th September 2014)

Chairman
Edgar Gunatunga

Managing Director
Simon Rajaseelan Gnanam

ARTICLES OF ASSOCIATION OF TOKYO CEMENT COMPANY (LANKA) PLC

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1. The Model Articles contained in the First Schedule to the Companies Act No 7 of 2007 shall not apply to the Company. The Company shall be governed by the Companies Act No 7 of 2007 and the procedures contained in these Articles but subject to any repeal, alteration or addition by Special Resolution.

INTERPRETATION

2. The marginal notes to these Articles, are inserted for convenience and shall not affect the construction of these Articles, unless there shall be something in the subject or context inconsistent therewith the words standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof:

Words	Meanings
The Company	TOKYO CEMENT COMPANY (LANKA) PLC
The Ordinance	The Companies Act No. 7 of 2007, all amendments thereto including all regulations made there under and every other Act or Ordinance for the time being in force concerning companies and affecting the Company
The Listing Rules	The Rules of the Colombo Stock Exchange as amended from time to time
CDS Rules	The Rules of the Central Depository Systems (Private) Limited as amended from time to time
These Articles	These Articles of Association, as may be amended from time to time by Special Resolution.

Special Resolution	A resolution passed by a majority of seventy five per centum of those shareholders entitled to vote and voting on the question at a general meeting of which not less than fifteen working day's notice, specifying the intention to propose the resolution as a special resolution has been duly given.
Ordinary Resolution	A resolution that is approved by a simple majority of the votes of those shareholders entitled to vote and voting on the question.
Member	The duly registered holder of shares of the company
The Directors	The Directors of the Company including Alternate Directors but not Nominated Directors
Chairman	The Chairman of the Directors
The Board	The Directors of the Company acting collectively at Meetings of Directors properly convened and constituted and shall include a reference to the Directors.
The Secretary	Any person or company appointed to perform the duties of the Secretary of the Company,
The Registrar	The Registrar General of Companies appointed under the Ordinance.
Japanese Collaborator	Nippon Coke and Engineering Company Limited (formerly Mitsui Mining Company Limited), a Company incorporated in Japan and having its registered office at 3-3 Toyosu 3-Chome, Koto Ku Tokyo 135 6007, Japan
The Office	The Registered office for the time being of the Company.
Dividend	Has the meaning assigned thereto in the Act
Paid-up	Includes credited as paid-up.
Month	Calendar Month
Year	Calendar Year
In writing	Written, printed or lithographed or in any other mode of representing or reproducing words in a visible form.

Words importing the singular number only includes the plural and vice versa.

Words importing the masculine gender only, include the feminine gender. Words importing persons include corporations.

Save as aforesaid any words or expressions defined in the Ordinance shall bear the same meaning in these Articles.

OBJECTS

3. The objects for which the Company is established are :

- (1) To carry on the business of manufacturer of and dealer in cement and cement products.
- (2) To buy, import, and deal in clinker, gypsum and other raw materials, packing materials, products and substances used or capable of being used in the manufacture and packing of cement

- (3) To buy, import, hire or otherwise deal in such plant, machinery, equipment, vehicles, instruments and tools, spares and component parts, fixtures, fittings, articles and things necessary or useful in the establishment and carrying of any of the above mentioned businesses.
- (4) To establish, maintain or otherwise subsidize research laboratories or experimental workshops for research and investigations or repair shops as may be considered likely to assist any of the businesses which the Company is authorised to carry on.
- (5) To undertake and execute any contracts involving the supply or use of any of the above mentioned products and to carry out any ancillary or other works comprising in such contracts.

BUSINESS Management

4. The business of the Company shall be carried on by or under the management or direction of the directors and subject only to the control of general meetings in accordance with these Articles.

Commencement or discontinuance of business

5. Any branch or kind of business which the Company is either expressly or by implication authorised to undertake may be undertaken by the Directors at such time or times as they shall think fit and further suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

REGISTERED OFFICE

6. The Office of the Company shall be at such place as the Directors shall from time to time appoint.

CAPITAL Stated Capital

7. (a) The stated capital of the company shall not exceed Rupees Ten Billion represented by such share units as may be determined by the Company from time to time. The Japanese Collaborators shall be entitled to hold not exceeding twenty seven point five per cent (27.5%) of the stated capital representing the voting ordinary shares.

(b) All Ordinary shares authorized to be issued shall be offered, issued and allotted in such manner so that at all times the Japanese Collaborators shall hold not exceeding twenty-seven point five per cent (27.5%) of the issued voting Ordinary stated capital of the Company at any time.

SHARES Allotment

8. Subject to the provisions hereinafter contained, the shares shall be under the control and at the disposal of the Board, and it may allot shares or grant options over or otherwise deal with or dispose of them to such persons and generally on such terms and conditions as they think proper.

Terms of Allotment

9. The Directors may make any allotment on the terms that the person to whom such allotment is made and shall have the right to call for further shares at such time or times and at such price or prices which in the opinion of the board is fair and reasonable to the company and to all existing shareholders.

Shares of Different Classes

10. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine.

Redeemable Preference Shares

11. Subject to the Provisions of the Ordinance , the Company may issue Preference Shares and/or shares which are redeemable as provided for in the section 66 of The Ordinance on such terms and in such manner as the Company before the issue thereof may by Special Resolution determine.

Variation of Rights

12. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of The Ordinance, be varied or abrogated, either with the consent in writing of the holders of three- fourths of the issued shares of that class, or with the sanction of an special resolution passed at a separate general meeting of such holders (but not otherwise), and may be so varied or abrogated either while the Company is a going concern or during or in contemplation of a winding up. To every such separate general meeting all the provisions of These Presents relating to general meetings of the Company, or to the proceedings thereat shall mutatis mutandis apply except that the necessary quorum shall be Ten members present in person or proxy or attorney of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those of such holders who are present shall be a quorum) and that any holder of shares of the class present in person or by proxy or attorney or representative may demand a poll, and that each holder shall on a poll have one vote for every share of the class held by him.

Commission

13. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture-stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or debenture-stock of the Company, but so that, if the commission in respect of shares shall be paid or payable out of capital, the statutory conditions and requirements shall be observed and complied with and the commission shall not exceed 2 ½ % of the shares, debentures or debenture-stock in each case subscribed or to be subscribed. The commission may be paid or satisfied in cash or in shares or debentures or debenture-stock of the Company. The Company may also on any issue of shares pay such brokerage as may be lawful.

Trusts not Recognized

14. Except as required by law, no person shall be recognized by the Company as holding any shares upon any trust and the Company shall not be bound by or be compelled in any way to recognize (even when having notices 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 these Articles or by law otherwise provided or under an order of a court of law of competent jurisdiction) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

Prohibition on subscription for or purchase of Company's own shares

15. The Company may agree to purchase or otherwise acquire its own shares with the approval of the Board in accordance with section 64 of the Companies Act No 7 of 2007.

SHARE CERTIFICATES

Rights to certificate

16. Every shareholder shall be entitled without payment to receive within seven market days (or such other period as may be stipulated by the Colombo Stock Exchange) after allotment or lodgment of transfer (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class or upon payment of such sum not exceeding Rupees Five (Rs 5/-) for every certificate after the first as the Board shall from time to time determine, several certificates, each for one or more of his shares of any one class. Where a member transfers part only of the shares comprised in a certificate the old certificate shall be cancelled and a new certificate for the balance of such shares shall be issued in lieu without charge. Every certificate shall specify the shares to which it relates and the amount paid up thereon. Provided that the Company shall not be bound to register more than three persons as the joint-holders of any shares (except in the case of the executors, administrators or trustees of a deceased member) and in the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of such persons or his duly authorised representative shall be sufficient delivery to all.

Signing of Certificates

17. The certificates of title to shares and duplicates thereof when necessary shall be issued signed by any two Directors or any one Director and the Secretary.

Replacement of Certificates

18. If any certificate be worn out or defaced then upon production thereof to the Directors, they may order the same to be cancelled, and may issue a new certificate in lieu thereof; and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors and on such indemnity as the Board deem adequate being given, a new certificate in lieu thereof may be given to the registered holder of the shares to which such lost or destroyed certificate shall relate. For every such new certificate there shall be paid to the Company the sum of Rs 5/- or such smaller sum as the Directors may determine. In case of destruction or loss of a certificate the member to whom such new certificate is given shall bear and pay to the Company all legal costs, charges and other expenses incurred by the Company arising out of and incidental to the loss or destruction of any certificate, the preparation of such indemnity and the investigation by the Company of the evidence of such loss or destruction.

New Certificate in default of surrender

19. Where under the powers in that behalf in these Articles any share is sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said share, the Directors may issue a new certificate of such share distinguishing it in such manner as they think fit from the certificate not so delivered up.

CALLS ON SHARES

Making of Calls

20. The Board may from time to time make calls upon the shareholders in respect of any moneys unpaid on their shares and not by the terms of issue thereof made payable at fixed times. A call may be revoked or postponed as the Board may determine.

Time of Payment of Calls

21. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of These Presents be deemed to be a call duly made and payable on the date on which by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of These Presents 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.

Time when call made

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

Interest on unpaid calls

23. If a sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the holder for the time being of the shares in respect of which the call shall have been made or the instalments shall be due shall pay interest for same at the rate of five per cent per annum from the day appointed for the payment thereof to the time of actual payment or at such other rate as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part

Sums deemed to be calls

24. 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 premiums, shall for the purposes of the Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same become payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call made and notified

Differences in Call

25. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

Payment in Excess treated as calls

26. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the sum due upon the shares held by him beyond the sums actually called for; and upon the money so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon. Money so paid in excess of the amount of call shall not rank for dividends, and until appropriated towards satisfaction of any call shall be treated as a loan to the Company and not as part of its capital. And the Directors may at any time repay the amount so advanced upon giving to such member one month's notice in writing.

Money applied towards unpaid calls

27. Any money due from the Company to a member may, without the consent of such member, be applied by the Directors in or towards payment of any money due from him to the Company for calls or otherwise.

No privilege until calls paid

28. No member shall be entitled to receive any dividend or to be present or to vote on any question, either personally or by proxy at any General Meeting, or upon a poll, or to be reckoned in a quorum whilst any or other sum shall be due and payable to the Company in respect of any of the shares held by him, whether alone or jointly with any other person.

Evidence in action for call

29. On the trial or hearing of any action for the recovery of any money due on any call, it shall be sufficient to prove that the name of the member sued is entered in the Register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of debt.

FORFEITURE OF SHARES Notice on non-payment of calls

30. If any member fails to pay any call or instalment on or before the day appointed for the payment of the same, the Directors may, at any time thereafter during such time as the call or instalment remains unpaid, serve a notice on such member requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such nonpayment.

Form of Notice

31. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment on or before the date and at the place appointed, the shares in respect of which the call was made or instalment is payable together with any dividend declared in respect thereof and not actually paid will be liable to be forfeited.

Forfeiture on non-compliance with notice

32. If the requirement of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter, but before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends, declared in respect of the forfeited shares, and not actually paid before forfeiture.

Part payment not to preclude forfeiture

33. Neither the receipt by the Company of a portion of any money, which shall from time to time be due from any member to the Company in respect of his shares either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Directors from thereafter proceeding to enforce a forfeiture of such share as hereinafter provided.

Notice of Forfeiture

34. When any share shall have been so forfeited notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture with the date thereof shall forthwith be made in the Register but no forfeiture shall be in any manner invalidated by an omission or neglect to give notice or to make such entry as aforesaid.

Forfeited share deemed property of Company

35. Any share so forfeited shall be deemed to be the property of the Company and the Directors may sell, re-allot and otherwise dispose of such share in such manner as they think fit.

Power to annul forfeiture

36. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such condition as they think fit.

Effect of Forfeiture

37. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of forfeiture, were presently payable by him to the Company in respect of the shares together with interest thereon at such rate not exceeding five (5) per cent per annum, as the Directors shall think fit, from the date of forfeiture until payment, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the said shares.

Evidence of Forfeiture

38. A declaration in writing that the declarant is a Director 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. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof, and may execute a transfer of the share in favour of the person to whom the share is sold, reallocated or otherwise disposed of, and he shall thereupon be registered as the holder of the share, and 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, re-allotment or disposal of the share

LIEN ON SHARES

Company to have lien on shares and dividends

39. The Company shall have a first and paramount lien upon all shares (not being fully paid shares) registered in the name of any member either alone or jointly with any other person, and upon the proceeds of sale thereof, for his debts, liabilities and engagements whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not. And such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors may at any time declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

Enforcing lien by sale

40. The Board may sell, in such manner as they think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after 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 bankruptcy.

Transfer of Shares sold

41. To give effect to any such sale the Directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he 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.

Application of Proceeds

42. The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and 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.

Directors certificate conclusive evidence

43. A certificate in writing under the hand of one of the Directors and of the Secretary that the power of sale given by Article 40 has arisen shall be conclusive evidence of the facts therein stated.

JOINT HOLDERS OF SHARES

44. Two or more persons may be registered as joint-holders of any share and they shall be deemed to hold the same subject to the following provisions:

Maximum number

- (a) The Company shall not be bound to register more than three persons as the joint-holders of any share unless such joint-holders are executors, administrators or trustees of a deceased member.

Joint and several liability

- (b) The joint-holders of a share shall be jointly and severally liable in respect of all payments which ought to be made in respect of such share.

Survivors only recognized

- (c) On the death of any one of such joint-holders the survivor or survivors shall be the only person or persons recognized by the Company as having any title to or interest in such share and the Directors may require such evidence of death as they may deem fit. Nothing herein contained shall be deemed to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

Effectual receipts

- (d) Any one of such joint-holders may give effectual receipts for all dividends and payments on account of dividends payable to such joint-holders

Share certificate

- (e) Only the person whose name stands first in the Register as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share and the delivery of such certificate to him shall be sufficient delivery to all.

Meeting by requisition

- (f) Where a requisition under Article 76 hereof is made by joint-holders of shares such requisition must be signed by all such holders as provided therein.

Voting

- (g) Subject to the provisions of Article 92 hereof any one of the several registered joint-holders of any share may vote at any meeting.

Legal representatives deemed joint-holders

- (h) Several executors, administrators or trustees of a deceased member in whose name any share stands shall for the purpose of this Article be deemed joint-holders thereof.

Notice

- (i) As provided by Article 186 (Notice to Joint holders) hereof, a notice given to the joint holder named first in the Register shall be deemed notice to all joint-holders.

TRANSFER OF SHARES

Transfer Form

45. Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual common form or any other form which the Directors may approve.
46. Notwithstanding anything to the contrary in these Articles, as long as the shares of the Company are quoted in a Licensed Stock Exchange the Board may register without assuming any liability therefor any transfer of shares which in accordance with the rules and regulations in force for the time being and from time to time as laid down by such Licensed Stock Exchange and any agency whose primary objects is to act as a Central Depository for such Exchange.
47. Notwithstanding any provisions in these Articles suggesting the contrary, as long as the shares of the Company are quoted on the Colombo Stock Exchange such quoted shares shall be freely transferable and registration of the transfer of such quoted shares shall not be subject to any restriction, save and except to the extent required for compliance with statutory requirements.

Execution of transfer

48. Subject to the provisions of the Ordinance, no transfer of shares shall be registered unless a proper instrument of transfer has been delivered to the Company. The instrument of transfer of any share shall be signed by the transferor and transferee and shall contain the name and address, both of the transferor and transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof. Each signature to such transfer shall be duly attested by the signature of one credible witness who shall add his address and occupation.

Deposit of transfer at office with evidence of title

49. Every instrument of transfer duly stamped shall be left at the Office for registration, accompanied by the certificate of the shares to be transferred, and such other evidence as the Directors may require to prove the title of the transferor and his right to transfer the shares.

Transfer Fee

50. A fee not exceeding Rs. 10/- may be charged for the registration of such transfer of shares.

Registration without meeting

51. The Directors may, by such means as they shall deem expedient, authorize the registration of transferees as members without the necessity of any meeting of the Directors for that purpose.

Refusal to Register

52. The Board may decline to register the transfer of any share (not being a fully paid share).

- (i) to a person whom the Directors shall not approve; or
- (ii) if the Company has a lien on such share,

The Directors may also decline to register the transfer of any share unless

- (i) the said transfer fee is paid to the Company;
- (ii) the instrument of transfer is made and presented in the usual common form ; and
- (iii) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

Notice of Refusal to Register

53. If the Directors refuse to register the transfer of any shares they shall within two months, after the date on which the instrument of transfer was lodged with the Company, send to the transferee notice of the refusal.

When transfers to be retained

54. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

Closure of Register

55. The registration of transfer may be suspended and the register closed at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than thirty days in any year.

Company not liable for ignoring notice of equitable rights etc

56. Neither the Company nor its Directors shall incur any liability or responsibility whatsoever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by an apparent legal owner thereof to the prejudice of persons having or claiming any equitable right, title or interest to or in the same notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to attend or give effect to any notice which may be given to them of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company

TRANSMISSION OF SHARES

Restriction on Transmission

57. All the limitations and restrictions of these Articles relating to the right of transfer of shares and the registration of transfers of shares shall be applicable to transmission of shares.

Right to refuse registration

58. The Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

Recognition of title on member's death

59. The executors or administrators of a deceased member (not being one of several joint-holders) shall be the only person recognized by the Company as having any title to the shares registered in the name of such member, and in the case of death of any one or more of the joint-holders of any registered shares, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares; but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person. Before recognizing any executor or administrator or legal heir the Board may require him to obtain a grant of Probate or Letters of Administration or other legal representation as the case may be from some competent court of law in the Republic of Sri Lanka

Transmission Article

60. Any manager or guardian of a lunatic or a minor member or any person becoming entitled to a share in consequence of the death or bankruptcy of a member may upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as the holder of the shares or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy as the case may be.

Notice of Election

61. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles 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 bankruptcy of the member had not occurred and the notice of transfer were a transfer signed by that member.

Procedure in default of registration

62. If any person who shall become entitled to be registered in respect of any share under The Transmission Article hereof shall not from any cause whatever, within twelve calendar months after the event of the happening of which his title shall accrue, be registered in respect of the share or if, in the case of the death, be registered as a member in respect of the share of such deceased member, the Directors may sell such share and give a receipt for the purchase money; and the purchaser shall be entitled to be registered in respect of such shares, and shall not be bound to inquire whether events have happened which entitled the Directors to sell the same, and the net proceeds of such sale after deducting all expenses and all moneys in respect of which the Company is entitled to a lien on the share so sold, shall be paid to the person entitled thereto.

Rights of persons entitled by transmission

63. A person becoming entitled to a share by reason of the death or bankruptcy 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, before being registered as a member in respect of the share, he shall not be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided always that the Directors 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 Directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.

INCREASE OF CAPITAL
Power to increase capital

64. The Company may from time to time, with the sanction of an ordinary resolution of the Company in a general meeting, increase its capital by the creation of new shares. Such increase shall be in conformity with the provisions of Section 51 of The Ordinance.

Conditions of issue of new shares

65. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued (which special rights may be varied or abrogated only in the manner provided by the next following Article) any share in the capital of the Company for the time being may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution determine.

Existing members right to new shares

66. Subject to any direction to the contrary that may be given by the meeting that sanctions the increase of capital, all new shares shall unless otherwise authorized by an ordinary resolution of the Company be first offered by the Board to the members for the time being of the Company in accordance with their rights and subject, in the case of preference shares or shares of any particular class, to any limitation as to participating in any issue of shares which may attach to such preference shares or shares of such particular class as nearly as possible in proportion to the shares already held by them. Such offer shall be made by notice specifying the number of shares to which the member is entitled, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and any shares unclaimed shall be at the disposal of the Board. Provided further that nothing in These Presents shall preclude the Board from recognizing and acting on a renunciation of allotment of any share by the allottee thereof in favour of any other person.

New shares deemed part of original capital

67. Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares, shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

REDUCTION OF CAPITAL
Power to reduce

68. The Company may from time to time with the sanction of a Special Resolution reduce the Stated capital represented by a number of shares as it may determine.

ALTERATION OF CAPITAL

69. (i) The Company may by Ordinary Resolution consolidate or split all or any of its shares in issue in such proportions as it may deem fit, in a manner which would leave the relative voting and distribution rights of all shareholders substantially unaffected. The consolidation or split shall take effect on such day as may be determined in the said resolution or by the Board.
- (ii) The Company shall within thirty (30) days issue a share certificate for the number of shares consequent to such consolidation or split in lieu of the share certificates held by the shareholder.
- (iii) The Company shall in the case of shares lodged on the Central Depository System (CDS), direct the CDS to adjust the stated capital to reflect the shareholding after such consolidation or split.

CONVERSION OF SHARES INTO STOCK
Power to Convert into stock

70. The Company may by Ordinary Resolution convert any paid-up shares into stock, and may from time to time by like Resolution reconvert any stock into paid-up shares of any denomination.

Transfer of Stock

71. The holder of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; but no stock shall be transferable except in such units as the Directors may from time to time determine, provided that such units shall not be greater than the nominal amount of the shares from which the stock arose.

Right of stockholders

72. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, return of capital, voting and other matters as if they held the shares, from which the stock arose; but no such privilege or advantage (except as regards dividends and return of capital) shall be conferred by an amount of stock which would not if existing in shares, have conferred such privilege or advantage

Interpretation

73. All such of the provisions of these Articles as are applicable to paid-up shares apply to stock, and the words "share" and "member" therein shall include "stock" and "stockholder".

GENERAL MEETINGS
Annual General Meeting

74. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall determine.

Extraordinary General Meeting

75. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

When Extraordinary General Meeting to be called

76. The Board may whenever they think fit convene an extraordinary general meeting, and they shall, on the requisition of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid forthwith proceed to convene an extraordinary general meeting of the Company in accordance with the requirements of Section 134 of The Ordinance.

NOTICE OF GENERAL MEETING
Notice

77. An annual general meeting and a meeting at which it is proposed to pass a Special Resolution shall be called by fifteen (15) working days' notice in writing at the least, and any other general meeting by ten (10) working days notice in writing at least, (exclusive in each case of the day on which it is served or deemed to be served and of the day for which it is given) given in the manner mentioned in These Presents to such members as are under the provisions of These Presents entitled to receive such notices from the Company and to the auditors; provided that a general meeting notwithstanding that

it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed ;

- (i) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting by the members having a right to attend and vote at the meetings being members together holding not less than ninety five per centum (95%) in nominal value of the shares giving a right to attend and vote at the meeting.

Omission or non receipt of notice

78. The accidental omission to give notice of General Meeting to, or the non-receipt of notice of a meeting by, any person entitled thereto shall not invalidate the proceedings of any resolution passed at such meeting.

Contents of notice

- 79
- (i) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting.
 - (ii) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.
 - (iii) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business and if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution the notice shall contain a statement to that effect

Routine Business

80. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes that is to say:
- (a) Declaring dividends;
 - (b) Considering Balance Sheet, the Reports of the Directors and Auditors and other accounts and documents required to be annexed to the Balance Sheet;
 - (c) Appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be given;
 - (d) Electing Directors in the place of those retiring by rotation or otherwise.

PROCEEDINGS OF GENERAL MEETINGS

Quorum

81. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members present in person or by proxy or attorney or in the case of a corporation by an authorised representative shall be a quorum for all purposes.

Adjournment if quorum not present

82. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determined and if at such adjourned meeting a quorum is not present within ten minutes from the time appointed for holding the meeting, the members present shall be a quorum.

Chairman

83. The Chairman or in his absence the Deputy Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting. If there is not such Chairman or Deputy Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present shall choose one of them to be the Chairman of the meeting or, if no Director is present or if all the Directors present decline to take the Chair, the members present shall choose one of them to Chairman of the meeting.

Adjournments

84. The Chairman of the meeting 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, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. 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. 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.

Method of Voting

85. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands demanded by:
- (i) The Chairman of the meeting ; or
 - (ii) at least Two members present in person or by proxy, attorney or representative and entitled to vote; or
 - (iii) a member or members present in person or by proxy attorney or representative and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (iv) a member or members present in person or by proxy, attorney or representative and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand for a poll may be withdrawn. Unless a poll be demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

How Poll to be taken

86. If the poll is duly demanded (and the demand be not withdrawn) it shall be taken in such manner (including the use of a ballot or voting papers or tickets) as the Chairman of the meeting may direct and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may and if so requested shall appoint scrutineer and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

Casting Vote

87. 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.

Time for taking a poll

88. A poll demanded on the election of a Chairman of the Meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days, from the date of the meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.

Continuance of business after demand for poll

89. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

Votes of members

90. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member who being an individual is present in person, or by proxy, or attorney, or who being a corporation present by representative shall have one vote and upon a poll every member present or by such proxy or attorney or representative shall have one vote for each ordinary share held by him.

Representation of corporation

91. A corporation whether a company within the meaning of the Act or not, which is a member of the Company may by resolution of its Directors authorize any of its officers to act as its representative at any meeting of this Company; and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he were an individual member of this Company; and at any meeting of this Company the production of a copy of such resolution certified by one director or the Secretary of such Corporation as being a true copy of the resolution shall be accepted by this Company as sufficient evidence of the validity of the representative's appointment and his right to vote. A representative so appointed shall not be deemed to be a proxy.

Voting rights of joint-holders

92. In the case of joint-holders of a share the vote of the senior who tenders a vote whether in person or by proxy or representative, shall be accepted to the exclusion of the votes of the other joint-holders, and for the purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint-holding.

Voting rights of lunatic members

93. 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, curator bonis or other person in the nature of a committee or curator bonis appointed by such court, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which such person claims to vote, or in the case of a poll not less than forty-eight hours before the time appointed for the taking of the poll.

No right to vote where a call is unpaid

94. No member shall be entitled to vote at a General Meeting either personally or by proxy or to exercise any privileges as a member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Qualification of voter

- 95. 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. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Votes on Poll

- 96 (i) On a poll votes may be given either personally or by proxy or by attorney or by representative and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Execution of Proxies

- (ii) The instrument appointing a proxy shall be in writing and;
(a) in the case of an individual shall be signed by the appointer or by his attorney; and
(b) in the case of a corporation shall be in a form as provided for in The Ordinance.

The Company may, but shall not be bound to, require evidence of the authority of any such attorney or officer. A proxy need not be a shareholder of the Company

Deposit of proxies

- 97. The instrument appointing a proxy shall be lodged and the power of attorney (if any) under which it is signed, or a notarially certified copy of such power, shall if required be deposited for inspection at the Office both not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting, or in the case of a poll before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

Form of Proxy

- 98. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :

I/We, of being a member/members of the above named Company, hereby appoint of or failing him ofas my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on day of 20.... and at every adjournment thereof

Signed this.....day of..... 20

Proxies general provisions

- 99 (i) Any form of proxy issued by the Company may in the case of a meeting at which special business is to be transacted be so worded that a member may direct his proxy to vote either for or against any of the resolution to be proposed.
(ii) An instrument appointing a proxy, whether in the usual common form or not, shall unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.

Intervening death or insanity of principal not to revoke proxy

100. 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 revocation of the proxy, or of the authority under which the proxy was executed, or the transfer of the share 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 the Office before the commencement of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used.

Members may vote although interested in result

101. No member shall be prevented from voting by reason of his being personally interested in the result of the voting.

DIRECTORS

Number

102. The number of directors at any time shall not be less than Five (5) nor more than Fifteen (15). Provided further that the appointment of the number of Independent Non-Executive Directors to the Board shall be in terms of the applicable Statutory Regulations.

Appointment of Nominee Directors

103. So long as the Japanese Collaborator hold not less than Ten per cent (10.0%) of the issued Voting Ordinary Shares in the Stated capital of the Company they shall be entitled to nominate and appoint Two Directors (hereinafter called "Nominee Directors") subject to such appointment be approved by the Board of Directors of the Company.

Powers of appointment and removal

104. (a) The Japanese Collaborators may remove any of the Nominee Directors at any time and appoint any person to fill the vacancy at any time occurring and likewise may fill the vacancy caused by the death, resignation, removal or otherwise of any such appointment. The appointment, removal and resignation of a Nominee Director shall be effected in writing given to the Company.
- (b) A Nominee Director shall not be liable to retire by rotation.
- (c) None of the provisions contained in Articles 108, 109, 113(d), (e) and (g) and Articles 114 to 120 both inclusive shall apply to a Nominee Director.

Change in number

105. The Company may from time to time but subject to Article 102 increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number shall retire from office.

Register of Directors

106. The Company shall keep at the Office a register containing the names and addresses and occupation of the Directors and shall from time to time notify to the Registrar particulars of the Directors and any change that takes place in such Directors as required by section 142 of the Ordinance.

APPOINTMENT& REMOVAL OF DIRECTORS
Appointment of Directors

107. Subject to the provisions of Article 103 hereof the Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Removal of Directors

108. The Company may, by ordinary resolution of which notice has been given, in accordance with Section 206 of The Ordinance, remove any director before the expiration of his period of office, notwithstanding any provision of These Presents or of any agreement between the Company and such director, but without prejudice to any claim he may have for damages for breach of any such agreement

REMUNERATION OF DIRECTORS
Qualification

109. A Director shall not be required to hold any qualification shares

Remuneration

110. The remuneration of the directors (excluding any remuneration payable under any other provision of These Presents) shall be determined by the Board of Directors

Reimbursement of expenses

111. Each Director shall be entitled to be paid all Travelling, hotel and other expenses incurred by him in undertaking and performing any work in connection with the business of the Company.

Special Remuneration

112. If any Director being willing shall be called upon to perform any services beyond those ordinarily required of a Director or to make any special exertion in going or residing away from his usual place of residence for any of the purposes of the Company or in giving special attention to the business of the Company as a member of a Committee of Directors, the Company may remunerate the Director so doing either a fixed sum or by a percentage of profits or otherwise as may be determined by the Directors, and such remuneration may be either in addition to or in substitution for the remuneration provided for in Article 110 hereof.

DISQUALIFICATION OF DIRECTORS

When office of Director is vacated

113. The office of a Director shall ipso facto be vacated:
- (a) if he becomes bankrupt or be adjudged insolvent or suspends payment or compounds with his creditors;
 - (b) if he is found lunatic or becomes of unsound mind
 - (c) if by notice in writing to the Company he resigns his office;
 - (d) if he is requested in writing by all his co-Directors to resign;
 - (e) if he be removed from the office under Article 108 hereof;
 - (f) if he is prohibited by law from acting as a Director;
 - (g) if he absents himself from meetings of the Directors for a continuous period of three months

without leave of absence from the Directors

Provided however, any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company

RETIREMENT AND RE-ELECTION OF DIRECTORS

One Director to Retire

114. Until otherwise determined by an Ordinary Resolution one of the Directors shall retire from office at every Annual General Meeting.

Who shall retire

115. The Director to retire in every year shall be that one who has been longest in office since the last election, but as between two person who become Directors on the same day the one to retire shall (unless they otherwise agree among themselves) be determined by lot. The length of time of a Director has been in office shall be computed from his last election or appointment where he has previously vacated office.

Eligible for re-election

116. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

Vacated office may be filled

117. The Company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for re-election of such Director shall have been put to the meeting and lost.

Eligible for election

118. No person other than a retiring Director, shall unless recommended by the Directors for election, be eligible for election as a Director at any General Meeting unless a member has at least seven clear days before the meeting left at the office a notice in writing under his hand, signifying his intention to propose such person for election accompanied by a notice in writing, signed by the person to be proposed stating his consent to be elected.

Retirement of Director

119. Any person appointed to be a Director in place of a Director who has been removed from office under Article 108 hereof shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Retirement of additional director

120. Any person appointed to be a Director either to fill up a casual vacancy or as an additional Director under Article 107 hereof shall hold office only till the conclusion of the next following Annual General Meeting of the Company at which Directors are due to retire when he shall retire but he shall be eligible for re-election

Directors may act notwithstanding vacancy

121. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number fall below the minimum fixed by these Articles, the continuing Directors may act for the purpose of increasing their number to such number as is necessary or of summoning a General Meeting but for no other purpose.

MANAGING DIRECTOR Appointment

122. (1) The Board may from time to time appoint a director as Managing Director or Joint Managing Director for such period and on such terms as it thinks fit.
- (2) Subject to the terms of such appointments, the Board may at any time cancel any appointment.
- (3) A director who holds such office ceases to hold office at the same time he ceases to be a director of the Company
- (4) A Director so appointed, shall not, whilst holding that office, be subject to retirement by rotation or be taken into account for determining the rotation of retirement of Directors

Remuneration

123. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the Board may determine and it may be made a term of his appointment that he be paid a pension or gratuity on retirement from his office.

Powers and Duties

124. The Board may entrust to and confer upon the Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their powers, and may from time to time revoke, withdraw, alter or vary all or any such powers.

ALTERNATE DIRECTORS Provisions for appointing and removing Alternate Directors

125. (i) Any Director may at any time by notice in writing left at the Office appoint any person approved by the Directors to be an Alternate Director of the Company to act in his place and the following provisions of this Article shall apply to any person so appointed
- (ii) A person appointed to be an Alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the Company nor be required to hold any share qualification but the Directors may repay the Alternate Director such reasonable expenses as he may incur in attending and returning from meetings of the Directors which he is entitled to attend or which he may otherwise properly incur in or about the business of the Company or may pay such allowances as they may think proper in respect of these expenses.
- (iii) An alternate Director shall (on his giving an address for such notice to be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting perform all the functions of his appointor as a Director in the absence of such appointor

- (iv) An alternate Director may be appointed for a specified period or until the happening of a specified event but he shall ipso facto cease to be an Alternate Director in any of the following events, that is to say :-
- (a) Upon the resumption of his duties as a Director by his appointer ;
 - (b) if his appointor ceases for any reason to be a Director; Provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement took effect any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired ;
 - (c) if the Alternate Director shall have a receiving order made against him or compound with his creditors or is adjudicated an insolvent;
 - (d) if the Alternate Director be a lunatic or becomes of unsound mind;
 - (e) if the appointment of the Alternate Director is revoked by notice in writing left at the office by his appointor;
 - (f) if the Board resolve that the appointment of the Alternate Director be terminated; Provided that such termination shall not take effect until the expiration of thirty days after the date of the resolution of the Directors.
- (v) A Director shall not vote on the question of the approval of an Alternate Director to act for him or on the question of the termination of the appointment of such an Alternate Director, under sub-paragraph (f) of the last foregoing sub-clause of this Article, and if he does so his vote shall not be counted, nor shall he be counted for the purposes of any resolution for either of these purposes in the quorum present at the meeting.

Nominated Directors

- 126 (i) The Directors shall be entitled to appoint 'Nominated Directors' not exceeding two on such terms and for such remuneration as they may determine.
- (ii) A Nominated Director shall hold office for such period as may be fixed by the Directors at the time of his appointment, provided he may be removed from office at any time prior to the expiry of the said period by the Directors
- (iii) The Articles governing the retirement and re-election of Directors shall not apply to a Nominated Director.
- (iv) A Nominated Director shall be entitled to exercise only such powers and rights, and shall be subject to such duties and obligations as may be prescribed by the Directors, but shall not be entitled to vote at the Directors' Meetings.
- (v) Article 113 shall apply to a Nominated Director".

DIRECTORS` CONTRACTS

Declaration of interests

- 127 (1) A director who is in any way interested in a transaction or proposed transaction with the company/shall cause to be entered in the interests register the nature and extent of that interest in accordance with Section 192 of The Ordinances

Director shall not vote

- (2) A Director shall not vote in respect of any contract or arrangement in which he is interested, and if he should do so his vote shall not be counted, but neither of these prohibitions shall apply to:
- (a) any arrangement for giving any Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company;
 - (b) any arrangement for the giving by the Company of any security to a party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibility in whole or in part under the guarantee or indemnity or by the deposit of a security;
 - (c) any contract or arrangement with any other company in which he is interested only as an officer of the Company or as a holder of shares or other securities; or
 - (d) any contract or arrangement with a Director which is considered and/or approved by the Company in General Meeting And these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction by the Company in General Meeting.

Directors may hold office of profit

- (3) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Board may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser, lessor, landlord, tenant, lessee of the Company's business or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested he is liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

Director may vote

- (4) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he nor any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the term thereof

Professional services

- (5) Any director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorize a Director or his firm to act as Auditor of the Company.

Indemnity

- (6) If any Director or any other person shall become personally liable for the payment of any sum primarily due from the Company the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

Interests Register

128. The Company shall keep a register in which shall be entered particulars of all contracts or arrangements in which any Director is concerned or interested directly or indirectly.

Director of Subsidiary Company

129. A Director of this Company may be or become a Director for any company promoted by this Company or in which it may be interested as vendor, shareholder or otherwise, and no such Director shall be accountable for any benefits received as Director or member of such company.

DIRECTORS' MEETING Meetings

130. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

Quorum

131. The quorum necessary for the transaction of the business of the Directors shall be three Directors personally present at the meeting.

Summoning of meetings

132. A Director may at any time and the Secretary of the Company upon the request of a Director shall convene a meeting of the Directors.

Majority Decision to prevail

- 133 (1) Every director has one vote.
- (2) The chairperson has a casting vote.
- (3) A resolution of the Board is passed if it is agreed to by all directors present without dissent or if a majority of the votes cast on it are in favour of it.
- (4) A director present at a meeting of the Board is presumed to have agreed to and to have voted in favour of a resolution of the Board, unless he or she expressly dissents from or votes against the resolution at the meeting.

Chairman

134. The Directors shall elect one of them as their Chairman, and may also if they think fit elect another Director to act as Deputy Chairman, and if at any meeting the Chairman or the Deputy Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of them to be chairman of the meeting.

Power of Quorum

135. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Directors generally; provided however if due to vacancies the number of Directors is reduced below Five the continuing Director may act for the purpose of increasing the number of Directors to Five for the purpose of summoning a General Meeting of the Company but for no other purpose

Power to delegate

136. The Board may delegate any of their powers to committees consisting of such number or numbers of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors.

Proceedings of Committee

137. The meetings and proceedings of any such committee consisting of two or more Directors shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and are not superseded by any regulation made by the Board under the last preceding Article.

When acts valid notwithstanding defects in appointment etc

138. All acts done by any meeting of the Directors or by a Committee of Directors or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of such Directors or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid, as if every such person had been duly appointed or had duly continued in office and was qualified and had continued to be a Director and had been entitled to be a Director.

Resolution without meeting valid

139. (1) A resolution in writing signed or assented to by all directors entitled to receive notice of a Board meeting and available in Sri Lanka, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held.
- (2) Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form, each signed or assented to by one or more directors.
- (3) A copy of any such resolution must be entered in the minute book of Board proceedings.

MINUTES

Minutes to be made

140. The Directors shall cause minutes to be made in the books provided for the purpose of:
- (a) all appointments of officers made by the Directors;
 - (b) the names of the Directors present at each meeting of the Directors and of any Committee of the Directors;
 - (c) All orders made by the Directors and any Committee of Directors;
 - (d) all resolutions and proceedings of meetings of the Company, and of the Directors and Committees.

All such minutes shall be signed by the person who shall have presided as Chairman at the General Meeting, the Directors' Meeting or Committee Meeting at which the business minuted shall have been transacted or by the person who shall preside as Chairman at the next ensuing General Meeting or Directors' Meeting or Committee meeting as the case may be; and all minutes purporting to have been signed by the Chairman of any General Meeting, Directors' Meeting or Committee Meeting respectively, shall, for all purposes whatsoever, be conclusive evidence of the resolution, and of the proceedings and regularity of the meeting at which the same shall appear to have taken place and of the chairmanship and signature of the person appearing to have signed as chairman and of the date on which such meeting was held. The minute book may, however, be amended where the facts as recorded shall be shown to be erroneous, and such correction may be made by order of the Board or of a General Meeting as the case may be.

POWERS OF DIRECTORS
General Power

141. The business of the Company shall be managed by the Board either by themselves or through a Managing or Joint Managing Director of the Company to be appointed by a resolution of the Board for such a period and upon such terms as they shall think fit with power to determine such appointment as provided by the terms of such appointments or in default of such provisions by a like resolution. And the Board shall have the power to make and may make such rules and regulations for the management of the business and property of the Company as they shall from time to time think proper and shall carry on the business of the Company in such a manner as they may think most expedient.

Power of Attorney

142. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him

Specific powers given to directors

143. Without prejudice to the general powers conferred by Article 141 and the other powers conferred by these Articles, it is hereby expressly declared that the Directors shall have the following powers that is to say :

To pay preliminary expenses

- (a) To pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company.

To acquire property

- (b) To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire, at such price and generally on such terms and conditions as they think fit.

To pay for property in debentures, etc

- (c) At their discretion, to pay for any property, rights or privileges acquired, by, or services rendered for the Company, either wholly or partially in cash or in shares stocks, debentures or other securities of the Company, and any such shares may be issued either as fully paid or with amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be agreed upon, and any such bond, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital, or not so charged.

To secure contracts by mortgage

- (d) To secure the fulfilment of any contracts entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being, or in such other manner as they may think fit.

To appoint officers, etc

- (e) To appoint, and at their discretion remove or suspend managers, managing agents, secretaries, officers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments, and to require security in such instances, and to such amount as they think fit.

To appoint trustees

- (f) To appoint any person (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company, or in which it is interested or for any other purposes, and to execute and do all such deeds, documents, and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.

To appoint attorneys

- (g) From time to time to provide for the management of the affairs of the Company abroad in such manner as they think fit, and in particular to appoint any person to be the attorney or agent of the Company with such powers (including power to sub-delegate), and upon such terms as may be thought fit.

To bring and defend actions

- (h) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company, or its officers, or otherwise concerning in the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debt, due and of any claim or demands by or against the Company

To refer to arbitration

- (i) To refer any claim or demand by or against the Company to arbitration, and observe and perform awards.

To give receipts

- (j) To make and give receipts, releases and other discharges for money payable to the Company, and for the claims and demands of the Company.

To act in bankruptcy matters

- (k) To act on behalf of the Company in all matters relating to bankrupts and insolvents.

To sign cheques, etc

- (l) To determine who shall be entitled to sign, make, negotiate and endorse on behalf of the Company all cheques, promissory notes, bills of exchange, negotiable instruments, receipts, releases contracts and documents.

To invest moneys

- (m) To invest and deal with any of the moneys of the Company not immediately required for the purposes thereof, in or upon such investments or securities, (not being shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.

To give security by way of indemnity

- (n) To execute in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit, any such mortgages may contain a power of sale and such other powers, covenants and provisions as shall be agreed on.

To remunerate by way of percentage

- (o) To give any person employed by the Company a commission on the profits for any particular business or transaction or a share in the general profits of the Company and such commission or shares of profits shall be treated as part of the working expenses of the Company.

To make bye- laws

- (p) From time to time to make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants.

To enter into contracts

- (q) To enter into, all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid, or otherwise for the purposes of the Company.

To establish pension funds etc

- (r) To establish and maintain, and to concur with associated companies in establishing and maintaining any schemes or funds for providing pension, sickness or compassionate allowances, life assurances or other benefits for employees or Directors of the Company or any such associated company and for the widows or other dependants, of such persons, and to make contributions, out of the Company's moneys to any such schemes or funds.

BORROWING POWERS

Power to Borrow

144. Without prejudice to the general powers conferred by these Articles, it is hereby expressly declared that the directors shall have the following powers, that is to say : -

The Directors may exercise all the powers of the Company to borrow money and may mortgage or charge its undertaking property and uncalled capital and issue debentures debenture stock and securities whether outright or as collateral securities for any debt liability or obligation of the Company or of any third party.

Conditions

145. The Directors may raise or secure the repayment of such sum or sums of money and may themselves lend or guarantee the repayment of any sum whatsoever in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures or debenture-stock of the company charged upon all or any part of the property of the Company both present and future including its uncalled capital for the time being

Terms of Securities

146. Any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with special privileges as the redemption, surrender, drawing, allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.

Register of Mortgages

147. The Directors shall cause a proper register to be kept in accordance with Section 87 of the Ordinance, of all mortgages and charges specially affecting the property of the Company; and shall duly comply with the requirements of the Ordinance as to inspection of the said register as therein specified.

Inspection of Register

148. Every register of holders of debentures of the Company may be closed for any period not exceeding in the whole thirty days in any year. Subject as aforesaid every register shall be open to the inspection of the registered holders of any such debentures and of any member, but the Company may in General Meeting impose any reasonable restriction so that at least two hours in each day, when such register is open, are appointed for inspection.

SECRETARY Duties

149. The Directors may from time to time appoint, and at their discretion remove a person, firm or company (hereinafter called the Secretary) to keep the register, to perform any other function which by these Articles for the time being of the Company are to be performed by the Secretary, and to execute any other duties which may from time to time be assigned to the Secretary by the Directors

Temporary Substitute

150. The Directors may at any time appoint a temporary substitute for the Secretary, who shall for the purpose of these Articles be deemed to be the Secretary.

Method of Contracting

- 151 (1) A contract or other enforceable obligation may be entered into by the Company in writing signed under the name of the Company by –
- (a) two directors of the Company;
 - (b) a director and the Secretary/Secretaries of the Company;
 - (c) a director and another officer of the Company as may be authorised by a resolution of the Board of Directors as may be evidenced by a certified copy thereof issued by the Chairman or a Director and countersigned by the Secretary or Secretaries or another Director.
- (2) Company shall not have a common seal. Any document executed in accordance with the foregoing provisions of this Article (without any common seal which is not a requirement under the Articles of Association of the Company or the Companies Act No 7 of 2007 shall be presumed to have been duly executed by the Company notwithstanding any other provisions contained in any other Articles of the Articles of Association of the Company.

Authentication of Documents

152. Any director or the Secretary or the Assistant Secretary (if any) or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including the Articles of Association) and any resolution passed by the Company or by the Board, and any books, records, documents and accounts relating to the business of the Company and also to certify copies thereof or extracts therefrom as true copies or extracts. Where any books, records, documents or accounts are elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.

ANNUAL RETURNS

153. The Company shall make the requisite annual returns in accordance with the Ordinance

DIVIDENDS

Right to dividend

154. 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 no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. 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

Power to Declare

155. Subject to Section 56 of The Ordinance, the Company may by ordinary resolution declare dividends, but no dividend shall be payable in excess of the amount recommended by the Board. Provided further that the Board may pay dividends and redeem any preference shares in accordance with any agreement reached with any preference shareholder without any further sanction from the members

The Board may from time to time approve the payment of an interim dividend to shareholders, where that appears to be justified by the Company's profits, without the need for approval by an ordinary resolution of shareholders

Amount of Dividend

156. No larger dividend shall be declared than is recommended by the Directors but the Company in General may declare a smaller dividend.

Dividends out of Profits

157. No dividend shall be payable except out of the profits of the Company for the year or any other undistributed profits.

Net Profits

158. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

When dividend and call set off

159. Any General Meeting declaring a dividend may call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the member, be set off against the call. The making of a call under the Articles shall be deemed ordinary business of an Annual General Meeting which declares a dividend.

Dividend before Transfer

160. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Dividend before transmission

161. The Directors may retain the dividends payable upon shares in respect of which any person is under the Transmission Articles entitled to become a member or which any person under that Article is entitled to transfer the same.

How dividend is paid

162. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directed to the registered address of the member or in the case of joint-holders, to be registered address of that one of the joint-holders, who is first named on the Register or to such person and to such address as the member or joint-holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Any one of two or more joint-holders may give electual receipts for any dividends, bonuses, or other moneys payable in respect of the shares held by them as joint-holders

Unclaimed dividends

163. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed, and all dividends unclaimed for six years after having been declared shall be forfeited and shall revert to the Company.

Dividend not payable to indebted member

164. No member shall be entitled to receive payment of any dividend or bonus in respect of his shares whilst any moneys may be due or owing from him (whether alone or jointly or with any other person) to the Company in respect of such share or shares, or otherwise however.

Set off

165. The Directors may deduct from the dividend or bonus payable to any member all such sums of money as may be due from him (whether alone or jointly with any other person) to the Company, and notwithstanding the fact that such sum or any of them were not payable until after the date when such dividend is payable.

Dividend not to bear interest

166. No dividend (or other moneys payable or in respect of a share) shall bear interest against the Company.

Dividend in specie

167. Any General Meeting declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets, and in particular, of paid up shares, debentures or debenture stock of the Company, paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways.

RESERVE AND CAPITALIZATION

Power to create reserve fund

168. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing, improving and maintaining any of the property of the Company, and for such other purposes as the Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit, and from time to time deal with and vary such investments, and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve fund into such special funds as they think fit and employ the reserve fund or any part thereof in the business of the Company, and that without being bound to keep the same separate from the other assets, and also to carry forward to the account of the succeeding year or years any profit or balance of profit, which they shall not think fit to divide or place to reserve.

Power to capitalize

169. The Company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of all or any of the Company's reserve accounts (including any surplus moneys arising from the realization of any capital assets of the Company or from any investments representing the same) or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures or securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid or partly in the one way and partly in the other and the Board shall give effect to such resolution.

Effect of Resolution to Capitalize

170. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorize any person to enter on behalf of all 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 or debentures to which they may be entitled upon such capitalization, or as the case may require for the payment by the Company on their behalf, by the application thereto of their respective portions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

True Accounts

171. The Directors shall cause true accounts to be kept of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.

Inspection by Members

172. The books of accounts shall be kept at the Office or at such other place in Sri Lanka as the Board think fit, and shall always be open to the inspection of any of the directors. No member (other than a director) shall have any right of inspecting any account or book or document of the Company except as conferred by The Ordinances or as authorized by the Board or by ordinary resolution of the Company and no member not being a director shall be entitled to require or receive any information, concerning the business, trading or customers of the Company or any trade secret or secret process used by the Company.

Registers

173. The Board shall duly comply with the provisions of The Ordinance and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of directors, a register of members, a register of mortgages and charges and a register of directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company.

Annual Accounts and Balance Sheet

174. The Directors shall as required by the Ordinance cause to be prepared and laid before the Company in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in the Ordinance.

Reports

175. Every such account and balance sheet shall have attached thereto the Auditors' Report, if any, and shall be accompanied by a Report of the Directors as to the state of the Company's affairs.

Despatch of Balance Sheet etc to members

176. (a) The Directors shall in accordance with the provisions of the Act cause to be prepared within six (06) months of the Balance Sheet date of the Company (or such other extended time as may be determined by the Registrar General of Companies under section 150 of the Act), Financial Statements, Group Accounts if any and any Reports that may be necessary in compliance with the provisions of the Act including an Annual Report (signed in the manner prescribed) on the affairs of the Company during the accounting period ending on such Balance Sheet date.
- (b) A printed copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto,) together with a copy of every report of the Auditors relating thereto and of the Directors report, shall not less than fifteen working days before the date of the meeting be sent to every Shareholder of, and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these presents

Provided that this article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint-holders, but any Shareholder to whom a copy of these documents has not been sent, shall be entitled to receive a copy free of charge on application at the office

Provided that the Company may in terms of the provisions to Section 167 of the Act in the first instance, send every Shareholder the Financial Statement in the summarised form as may be prescribed, in consultation with the Institute of Chartered Accountants of Sri Lanka, together with the Annual Report.

Provided further that the Company shall inform each Shareholder that he is entitled to receive the full financial statement if he so requires, within a stipulated period of time.

AUDIT

Accounts to be audited

177. The accounts of the Company shall once at least in every year be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors.

Auditors

178. The number of Auditors, the person or persons to fill the office of Auditor or Auditors and the remuneration of the Auditor or Auditors and his or their term of office may from time to time be determined and varied by the Company in General Meeting.

Appointment of First Auditors

179. Subject to the last preceding Articles the Directors may appoint the first Auditor or Auditors to audit the accounts of the Company until the First Annual General Meeting when he or they shall retire, but shall be eligible for re-election, and the Directors may fix his or their remuneration.

Retirement of Auditors

180. At each Annual General Meeting the retiring Auditor or Auditors shall, without any resolution being passed, be deemed to have been re-appointed until the conclusion of the next ensuing Annual General Meeting unless:

- (i) he or they is or are not qualified for re-appointment; or
- (ii) a resolution has been passed at the meeting in accordance with the Ordinance appointing some other person or firm instead of him or them or providing expressly that he or they shall not be so appointed;
- (iii) he or they has or have given to the Company notice in writing of his or their unwillingness to be appointed.

In any such case the Company shall at such meeting appoint some other person in lieu of the retiring Auditor or Auditors.

Casual Vacancy

181. The Board shall have the power to fill a casual vacancy in the office of Auditor or Auditors by appointing some person or firm to hold such office until the conclusion of the next Annual General Meeting, but whilst any such casual vacancy continues the surviving or continuing Auditor or Auditors (if any) may act.

General meeting

182. The Auditor or Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him or them as Auditor or Auditors.

Inspection

183. All accounts, books, and documents whatsoever of the Company shall at all times be open to inspection by the Auditor or Auditors for the purpose of audit.

NOTICES Service of member

184. A notice may be given by the Company to any member either personally or by sending it by post or telex to him to his registered address, or if he has no registered address in the Republic of Sri Lanka, may name an address within Sri Lanka which for the purpose of the notice, shall be considered as his registered address.

Where notice is given by advertisement, such advertisement shall be published in Sinhala, Tamil and English national daily newspaper.

When service effected

185. Where a notice is sent by post or transmitted by telex, service of notice shall be deemed to have been effected on the working day immediately following the day on which the notice was posted or was transmitted by telex

Notice to joint holders

186. A notice may be given by the Company to the joint-holders of a share by giving the notice to the joint - holder named first in the register in respect of share and any notice given to such person shall be deemed notice to all the joint-holders.

Notice sent by post

187. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying postage and posting a letter containing the notice and unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of the post.

Notice on persons acquiring sharers by transmission

188. A notice may be given by the Company to the person entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to him by name or by title of "representatives of the deceased" or "assignees of the insolvent" or by any like description at the address (if any) in the Republic of Sri Lanka supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving notice in any manner in which the same might have been given if the death or insolvency had not occurred.

Persons entitled to notice of General meeting

189. Notice of every General Meeting shall be given in some manner, hereinbefore authorised to
- (a) every member of the Company, except those members who have no registered address within the Republic of Sri Lanka for the giving of notice to them, and also to
 - (b) every person entitled to a share in consequence of the death or insolvency of a member, who but for his death or insolvency would be entitled to receive notice of the meeting, and
 - (c) the Auditor for the time being of the Company. No other person shall be entitled to receive notice of General Meetings.

Signing of Notice

190. The signature to any notice to be given by the Company may be written or printed.

RECONSTRUCTION

191. On any sale of the undertaking of the Company, the Directors or the liquidators on a winding-up may, if authorised by an Extraordinary Resolution, accept fully paid shares, debentures or securities of any other company whether then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit) or the liquidators (on a winding-up) may distribute such shares, or securities, or any other property of the Company amongst the members without realization, or vest the same in trustees for them, and any Extraordinary Resolution may provide for the distribution or appropriation of the cash, shares, or other securities, benefits or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for the valuation of any such securities or property at such price and in such manner as the meeting may approve, and all holders of shares shall be bound to accept and shall be bound by any such valuation or distribution of security.

WINDING-UP Notice

192. In the event of the winding-up of the Company every member of the Company who is not for the time being in the Republic of Sri Lanka shall be bound, within fourteen days after the passing of an effective resolution to wind up the Company voluntarily, or after the making of an order for winding up of the Company, to serve notice in writing to the Company appointing a representative in Colombo upon whom all summons, notices, process order and judgements in relation to or under the winding-up of the Company may be served and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint such representative, and service upon any such

appointee, whether appointed by a member or liquidator, shall be deemed to be good personal service on such member for all purpose, and where the liquidator makes any such appointment he shall with all convenient speed give notice thereof to such member by advertisement in a daily newspaper, or by registered letter sent through the post and addressed to such member at his address as mentioned in the Register of members of the Company and such notice shall be deemed to be served on the day on which the advertisement appears or on the day after the date on which the letter is posted.

Distribution of assets in specie

- 193 (a) If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may with the sanction of an Extraordinary Resolution divide amongst the contributories in specie or kind any part of the assets of the Company and may with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories, or any of them, as the liquidators, with the like sanction shall think fit.
- (b) If thought expedient any such division may be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Articles of Association) and in particular any class may be given preferential or special rights, or may be excluded altogether or in part; but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to section 255 of the Ordinance
- (c) In case any of the shares to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may within ten days after the passing of the Extraordinary Resolution, by notice in writing direct the liquidator to sell his proportion and pay him the net proceeds, and the liquidator, shall, if practicable, act accordingly. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trust for the benefit of members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

Members may purchase on winding up

194. Any member, whether a Director or not and whether alone or jointly with any other member or Director, and any person not a member, may become the purchaser of the property of the Company or any part thereof in the event of a winding-up or dissolution, or at any other time when a sale of the Company's property or effects or any part thereof shall be made by the Directors under the powers hereby or under the Ordinance conferred upon them.

SECRECY AND INDEMNITY

Secrecy

195. Every Director, Manager, Auditor, Secretary, Trustee, Member of a Committee, Officer, Accountant, servant or other persons employed in the business of the Company shall, observe strict secrecy respecting all transactions of the Company with customers and the state of accounts with individuals and in the matters relating thereto and shall not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by Court of Law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

Indemnity

196. Subject to the provisions of the Ordinance, every Director, Manager, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Insurance

197. The Company may with the prior approval of the Board, effect insurance for a director or employee of the Company or a related Company in respect of -
- (a) liability not being criminal liability, for any act or omission in his capacity as a director or employee
 - (b) costs incurred by that director or employee in defending or settling any claim or proceeding relating to such liability; or

costs incurred by that director or employee in defending any criminal proceedings in which he is acquitted.

Immunity

198. Subject to the provisions of the Ordinance, no Director, Manager, or other Officer of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director or officer or for joining in any receipt or other act conformity or for any loss or expense happening to the Company, through the insufficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security or in or upon which any of the moneys of the Company, shall be invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities, or effects, shall, be deposited or for any loss occasioned by any error or judgement or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

Members not entitled to information

199. No member shall be entitled except to the extent permitted by the Ordinance or these Articles to enter upon the property of the Company or to require discovery of or information respecting any detail of the Company's trading or any matter which is or may in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which in the opinion of the Directors cannot be communicated to the public.

Compliance with Rules

200. Notwithstanding anything to the contrary contained in the Article of Association of the Company, so long as the Company is listed on the Colombo Stock Exchange, the Company shall comply with the Rules of the Colombo Stock Exchange and Central Depository System, which shall be in force from time to time. In the event of there being any discrepancy or other inconsistency between the rules and/or regulations of such Exchange (the Listing Rules) and the provisions herein contained, the Rules and/or Regulations of the Exchange shall prevail and be applicable to the Company.