

(THE COMPANIES ACT, 1956)

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

ASSAM ENTRADE LIMITED

(A COMPANY LIMITED BY SHARES)

For ASSAM ENTRADE LIMITED


Managing Director

CIN NO L 20219 W.B 2003 PLC 21-9657



Section 18 (3) of Companies Act. 1956)

STATE OF REGISTRATION OF THE ORDER OF COURT
CONFIRMING TRANSFER OF THE REGISTERED OFFICE
FROM ONE STATE TO ANOTHER.

The Assam Entrade Limited


having by special resolution altered the provisions of its Memorandum
of Association with respect to the place of the registered office by
changing it from the State of Assam

to the State of West Bengal and such alteration having been
confirmed by an order of Company Law Board (C.L.B.)

Bench order bearing date the 20th March 2003


I hereby certify that a certified copy of the said order has
this day been registered.

Given under my hand at Kolkata this 10th
day of July ~~One thousand nine hundred~~
and Two Thousand Three


Asst. Register of Companies.

West Bengal

FOR ASSAM ENTRADE LIMITED


Managing Director



Form I. R.

CERTIFICATE OF INCORPORATION

No. 2327 of 1984-85

I hereby certify that ASSAM ENTRADE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

Given under my hand at SHILLONG this 26th (TWENTYSIXTH) day of MARCH, One thousand nine hundred eighty five.

(D. N. PEGU)

Registrar of Companies
Assam, Meghalaya, Manipur, Tripura,
Arunachal, Mizoram and Nagaland.

For ASSAM ENTRADE LIMITED

Managing Director



Certificate for Commencement of Business

Pursuant of Section 149(3) of the Companies Act, 1956

I hereby certify that the ASSAM ENTRADE LIMITED which was incorporated under the Companies Act, 1956, on the 26th (TWENTYSIXTH) day of MARCH, 1985 and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149(2) (a) to (c) of the said Act, have been complied with is entitled to commence business.

Given under my hand at SHILLONG this 27th day of MARCH, One thousand nine hundred and eighty five.

(D. N. PEGU)
Registrar of Companies
Assam, Meghalaya, Manipur, Tripura,
Arunachal, Nagaland and Mizoram.

For ASSAM ENTRADE LIMITED


Managing Director

INCORPORATED UNDER THE COMPANIES ACT, 1956

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

ASSAM ENTRADE LIMITED

- I. The name of the company is ASSAM ENTRADE LIMITED.
- II. The Registered office of the Company shall be in the state of West Bengal.
- III. The objects for which the company is established are :
 - A. **Main objects of the company to be pursued by the company on its incorporation.**
 1. To carry on the business as manufacturers, producers, buyers, sellers, traders, merchants, hire purchase dealers, indentors, commission agents, brokers, processors, cultivators, assemblers, repairers, exchangers, alterers, packers, importers, exporters, stockists, distributors, agents and dealers in timber, forest, agriculture, plantation, horticulture, petroleum and other products whether in raw, semifinished, finished, processed and semi processed forms, plastics, minerals, organic and inorganic chemicals, drugs medicines, fertilisers yarn, jute cotton, rubber products in which these are used in any form or proportion and all and every other article, merchandise and items of whatever nature, in plants, machinery, spares, accessories, gauges, meters, implements, instruments, tools, tackles, material handling, mining, construction, railway transport, water supply, sewerage, electrical, electronic, hydraulic, mechanical and other equipments, construction and other materials, to carry on the business as transporters, contractors suppliers, metallers, coaters, galvanizers, platers, enameliers, founders, mill wrights, forgers, converters and fabricators hoteliers and caterers in all branches to purchase; take on lease, acquire,

For ASSAM ENTRADE LIMITED


Managing Director

exchange or otherwise own, hold, occupy, manage, control, construct, erect, alter, develop, pull down, improve, repair, renovate, work, build, plan, lay, sell, transfer, mortgage, charge, assign, let out on hire, sublet and sub lease lands, buildings, factories, ware houses, shops, cinema halls, roads bridges, estates, assets and properties, whether free hold or leasehold or of whatever nature, to lend and advance money, deposit and to accept deposits, loans and advances on or without security of any description whether real or personal, to deal in reversionary, contingent and other interests, and to carry on the business as investors, money lenders, lessors, lease financiers and financiers of industrial ventures in India and abroad.

2. To act as technicians, engineers and consultants and to give advice on investment, financial, managerial, technical operational and other aspects of trade, industry, mining, agriculture, irrigation, transport and others and in all branches of engineering to make valuations, surveys, to supply to and promote, maintain and operate services facilities, conveniences, bureaus of any nature whatsoever and the like.

(B) ANCILLARY OBJECTS

1. To advance and lend money to builders, tenants and others who may be willing to build on or improve and land or buildings in which the company is interested and generally to advance money to such persons and on such terms as may be arranged.
2. To acquire, contract, carryout, equip, maintain, alter, improve, develop, manage, work, control and superintend any electric light and gasworks and power plant, telegraphs and telephones and any hats, markets reservoirs, waterworks, tanks bridges, collie lines and houses, roads tramways, railway bridges, canals, reservoirs, water-courses, dykes, drains, wharves, dyeworks, warehouses, sheds, dwelling offices, shops, stores, buildings and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute to subsidise or otherwise aid by taking part in any such operations.
3. To purchase, take on lease or tenancy or in exchange hire take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, work, cultivate, deal with and turn to, account, concessions, grants, decrees, licences, privileges, claims options, lease property, real or personal or right or powers of any kind which may appear to be necessary or convenient for any business of the Company.
4. To sell, exchange, mortgage, let on lease, royalty or distribute, grant, licences, easements, option, and other rights over in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up or securities of any other Company having similar objects.
5. To advance deposit with or lend money on securities and property and to receive loans or grants or deposits from the Government and to lend money, either with or without security and generally to such persons and upon terms and conditions as the Company may think fit provided that the business of banking as defined in Banking Companies Act, 1949 shall not be carried on by the Company.

6. To undertake financial and commercial obligations transactions and operation of all kinds.
7. To guarantee the performance of the obligations of and the payment of dividends and interest on any stock, share or securities of any company corporation, firm of person in any case which such guarantee may be considered likely directly or indirectly to further the objects of the company or of its share- holders.
8. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debenture-stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority state municipal local or otherwise or of any person whomsoever, whether incorporated or not and generally to guarantee or become sureties for the performance of any contracts or obligations.
9. To establish and carry on and to promote the establishment and carrying on, upon any property in which the company is interested of any business which may be conveniently carried or upon or in connection with such property, and establishment of which may seem calculated to enhance the value of the Company's interest in such property or to facilitate the disposal thereof.
10. To subscribe for, absolutely or conditionally, purchase or otherwise acquire for any of the purpose of the Company such investments (other than shares or stocks in the company) as may be thought proper and to hold sell or otherwise deal with such investments and shares and stock in Joint Stock Companies.
11. To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debentures or debenture-stock perpetual or otherwise charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem and pay off any such securities.
12. To draw, make, accept, discount, execute and issue bills of exchange, Government of India and other promissory notes, bills of lading, warrant, debentures and other negotiable or transferable instruments or securities.
13. To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere any patent, rights, breveted inventions, trade marks, designs licenses, protections, concessions and the like conferring any exclusive or non exclusive or limited right to use or any secret or other information as to any invention process or privilege which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop manufacture or grant licences or privileges in respect of, or otherwise turn to accounts the property, rights and information so acquired and to carry on any business in any way connected therewith.
14. To spend money in experimenting on and testing and research in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the company or which the Company may acquire or propose to acquire.


For ASSAM ENTRADE LIMITED



Managing Director

15. To acquire and undertake all or any part of the business property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possess any property suitable for the purpose of the Company.
16. To distribute all or any of the property of the Company amongst the members in piece or kind, in the event of winding up.
17. To carry on any other business whether manufacturing or otherwise that may seem to the company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property real or personal belonging to the company or in which the company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with other trustees or otherwise and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.
18. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or control management or development of the company or any other object or objects which in the opinion of the company could or might directly or indirectly assist the development of its properties and to pay all or any of the costs and expenses incurred in connection with any such promotion or in corporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in obtaining subscription for or placing or assisting to place or to obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of the company or any bonds, debentures, obligation or securities of any other company held or owned by the company or in which the company may have an interest or in or about the formation or promotion of the company or of the conduct of its business or in or about the promotion or formation of any other company in which the company may have an interest.
19. To enter into partnership or into any arrangement for sharing profits or into any union of interest joint-venture, reciprocal concession or co-operation with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in or being authorised to carry on or engage in any business or transaction which this company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly to benefit this company.
20. To enter into any arrangements and take all necessary and proper steps with other authorities national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for purpose of directly or indirectly carrying out the objects of the company or effecting any modification in the constitutions of the company or furthering the interests of its members and to oppose any such steps taken by any other company, or person which may be considered likely to prejudice the interests of the company or its members and to obtain from any such Government authority and any charters, contracts, decrees, rights, loans, privileges or concessions which the company may think it desirable to obtain and carry out, exercise

For ASSAM ENTRADE LIMITED


Managing Director

- and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.
21. To adopt such means of making known the products of the company as may be expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
 22. To undertake and execute any trust, the undertaking of which may seem to the company desirable either gratuitously or otherwise.
 23. To invest and deal with the moneys of the company not immediately required in such manner as may from time to time be determined.
 24. To open account or accounts with any individual, firm or company or with any Banks or Bankers and shroffs and to pay into and to withdraw money from such account or accounts.
 25. To procure the company to be Registered or incorporated or Recognised in any part of the world in accordance with the laws for the time being in force at such place.
 26. To apply the assets of the Company in any way in or towards, the establishment, maintenance or extension of any association, institution or fund in any wise connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including any association, institution or fund for the protection of the interests of masters, owners and employers against loss by bad debts, stricks, combinations, fire, accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the company or their families or other persons or dependents, schools and hospitals and to grant gratuities, pensions, and allowances, and to contribute to any fund raised by public or local subscription for any purpose whatsoever.
 27. To pay all costs, charges, expenses incurred in connection of the company including cost, charges and expenses of negotiation of formation and in-corporation of the company.
 28. To enter into collaboration agreement financial and technical for producing new products of improving existing.
 29. To send out the Foreign Countries Directors, employees or any other person for investigating trade connection or in promoting the interest of the company and to pay expenses incurred in this connection.
 30. To grant pensions, allowances, gratuities and bonuses and provide any other amenities to the employees of the company and their dependants and to support or subscribe any charitable bodies and Institutions and clubs, societies or charitable or benevolent funds.
 31. To do all or any part of the above things in any part of the world either as principals, contractors, trustees or otherwise and either alone or in conjunction with others and by or through agents, contractors, trustees or otherwise.

32. To aid, pecuniary or otherwise association body or movement having for an object the solution settlement or surmounting of industrial or labour problem or troubles or the promotion of industry or trade.
33. To establish and support or aid in the establishment and support of association, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the company or its predecessors in business or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance.
34. To do all such other things as are incidental, or as the company may think conducive to the attainment of the above objects.
35. To obtain loans from financials corporation, institutions, banks, firms and persons and execute deeds for mortgaging properties movable or immovable as and when required for the benefit and development of the company.
36. To do all or any of the above things in any part of the world either as principals, agents, trustees, contractors or otherwise and either alone trustee or in conjunction with others and by or through agents, sub-contractors or otherwise.

(C) OTHER OBJECTS

1. To establish, purchase, sell take in lease, hire or otherwise acquire and work, any textile mill, power, looms or other mills, cotton spinning and pressing factory, jute presses, hemp or other fibre presses, spinning mills, weaving mills and chemical factories, waste plants or presses for pressing merchandise into bales and to cultivate, process, buy, sell, import, export, pledge, speculate, enter into forward transactions or otherwise deal in raw jute, cotton, kapas, cotton seeds, flax, hemp and silk.
2. To search, prospect, win, work, get, raise, quarry, smelt, refine, dress, manufacture, produce, plant, manipulate, convert, make merchantable, sell, buy or deal in lime, cement, glass, paper, sugar, oil products, oilseeds, rice, dal, tea, coffee, rubber, cocoa, coal, coke, iron, ironstone, marble, clays and other metals, metalliferous ores, minerals and substances whatsoever and to manufacture, sell, buy and deal in any of such articles and commodities and to carry on the business of manufacture of bricks, tiles, pipes, pottery earthen ware, chine and terra cotas and cream and ceramic ware of all kinds.
3. To carry on the business as investors, financiers, lenders, underwriters, brokers and co-cessionaires to invest in the purchase of or upon the security of and to subscribe for and to procure and guarantee the subscription of and to otherwise deal in share, stocks, debentures, bonds, mortgages, leases, obligations and other securities either singularly or jointly with others, either conditionally or otherwise and either on ready or on forward transaction, to lend advance, deposit and accept advances and loans upon or without security and to provide finance to industries in India or outside for the purpose of construction manufacture or production of any articles or things provided, however that the company shall not carry on the business of banking as defined in the Banking Companies Act, 1949.

For ASSAM ENTRADE LIMITED



Managing Director

4. To build, construct, alter, enlarge, remove, pull, down, replace maintain, improve, develop, work, run, control and/or manage any buildings, hotels, clubs, restaurants, baths, places or worship places or amusements, pleasure grounds, parks, gardens, reading rooms, stores, shops and dairies.
5. To carry on the business of manufacturers or processors and/or importers, exporters, buyers, sellers, stockists, and distributors and/or dealers in all kinds of chemicals, drugs, pharmaceuticals, plastics, paints, varnishes, paper, tyres, tube, films and vehicles.
6. To carry on the business of engineers, chemists, drugists, researches, technicians, planners, advisers, purchasers, testers, creators and contractors for all kinds of industries and business.
7. To carry on the trade or business of colliery proprietors, coal merchants, miners, smelters, engineers, lime-barners and manufacturers of bricks, ties, cement, like coke and other by products or coal in all their respective branches.
8. To do the business of Real Estate Agents as buyers, sellers, developers, brokers, commission Agents, and dealers of all kinds of immovable properties and farm lands and to acquire by any method any civil contract and concessions for or in relation to construction, execution, carrying out or improvement of civil works and of conveniences and to undertake, execute, carry out or dispose of the same.
9. To promote, buy sell or acquire in India or abroad, whether on own account or in association with others or for and on behalf of others, by purchase, lease, exchange, and/or hire and construct, reconstruct, alter, maintain, pull-down, improve, decorate, renovate, develop or otherwise any land(s), buildings, pasture(s), waste lands, roads, farm houses, buildings and to construct apartments, warehouses, cold storage's buildings, shops, offices, mills and factorys buildings, cinema houses, industrial-sheds, hospitals and nursing homes buildings, dams, canals, reservoirs, bridges, hydel projects, power houses, tunnels, culverts, channels, sewage, hereditaments and such other immovable property of any kind or any privilege, licence, easement or any interest in the same and to construct, consolidate, connect, sub-divide and develop the same.

And it is hereby declared that :

1. The objects incidental or ancillary to the attainment of the main objects company as aforesaid also be incidental or ancillary to the attainment of the other objects of the company herein mentioned.
2. To work "Company" (save when used with reference to this company in this Memorandum shall be deemed to include a partnership or other body or association of persons whether incorporated or not and wherever domiciled.

The liability of the members is limited.

The Authorised share capital of the company is Rs. 16,09,50,000 (Rs. Sixteen Crore Nine Lac Fifty Thousand) only divided into 1,60,95,000 (One Crore Sixty Lac and Ninety Five

For ASSAM ENT TRADE LIMITED

Thousand) Equity Shares of Rs. 10 each, with power to increase, reduce, vary, modify, alter, divide or sub-divide the share capital for the time being into several clauses of the shares and to attach thereto respectively such preferentially, deferred qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being provided by the regulations of the Company and to consolidate or sub-divide the shares and issue new shares of higher or lower denominations, in accordance with the provisions of the Companies Act, 1956 or any statutory modifications thereof.

For ASSAM ENTRADE LIMITED


Managing Director

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

Sl. No.	Name, Address, Description and Occupation of each subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of witnesses with addresses & Occupations.
1.	SASHANK SEKHAR LAHIRI S/o Late Dr. Purna Ch. Lahiri N. C. Road, Gauhati - 3 [Business]	1 (One only)	Sd/-	H. S. Kumbhat Chartered Accountant G.N.B. Road, Gauhati
2.	SURAJ NARAYAN RATHIE S/o Late Prem Sukh Rathie Panikhaiti [Service]	1 (One only)	Sd/-	
3.	KRISHAN MURARI SHARMA S/o Shri L. C. Sharma G. N. B. Road, Gauhati [Service]	1 (One only)	Sd/-	
4.	NARNARAYAN DEVA SHARMA S/o Late R. Sharma Bamunimaidan, Gauhati [Service]	1 (One only)	Sd/-	
5.	MAHESH BARKATAKI S/o Late B. D. Barkataki Silpukhuri, Gauhati [Service]	1 (One only)	Sd/-	
6.	PROVASH KUMAR GUHA S/o Late Profulla Kr. Guha Paltan Bazar, Gauhati [Service]	1 (One only)	Sd/-	
7.	SHYAM SUNDER SHARMA S/o Late H. P. Sharma G. N. B. Road, Gauhati [Business]	1 (One only)	Sd/-	
	Total	7 (Seven only)		

Place :

Date : 26th Day of March, 1985

For ASSAM ENTRADE Limited

 Managing Director

THE COMPANIES ACT, 1956

ARTICLES OF ASSOCIATION

OF

ASSAM ENTRADE LIMITED

(COMPANY LIMITED BY SHARES)

1. The Regulations contained in Table "A" of the First schedule to the Companies Act, 1956 or any modification thereof shall apply to the Company in addition to the clauses hereinafter mentioned subject however to any modification, addition, alteration, deletion, substitution and / or repeal of any of the regulations contained in the said table either by the Central Government or by the members of the company in exercise of any statutory powers vested in them as prescribed under the Act or any rules or regulations made thereunder and / or any modification thereof.
2. The first Directors of the Company were:
 1. Mr. Mahendra Singh Surana
 2. Mr. Ravindra Bhandari
 3. Mr. Pradip Chakraborty

But at the time of adoption of these articles* the directors were

1. Sri. Vishwa Nath Gupta
2. Sri. Shiv Kumar Gupta

* These Articles of Association were adopted at EGM held on 1st June 2003

For ASSAM ENTRADE LIMITED


Managing Director

3. Sri. Nishant Gupta
4. Sri. Umesh Mishra

BORROWING POWERS

3. The company shall have power to borrow any sums of money at any time and from time to time from the directors, members and their relatives, incorporated bodies, banks and financial institutions subject to the applicable provisions contained in the Act in the said behalf.
4. For the purpose of borrowing money the company shall have power to issue debentures, bonds or other securities at discount, premium or otherwise with such terms and conditions for redemption and/ or surrender, as the Board may deem fit.
5. The company shall have power to offer any property or asset as security for repayment of money borrowed as may be desired by the lender and to mortgage or charge all or any part of the property of the Company for the said purpose to the satisfaction of the lender.
6. The company shall have power to secure from any person, bank, financial institution or other incorporated body Guarantee for such amount and for such period in favour of such person and on such terms and conditions as may be necessary by offering such security as maybe appropriate.

BUY BACK OF SECURITIES

7. The company shall have power to buy back its own securities subject to the provisions of the Act and Rules & Regulations made thereunder as amended from time to time.

INVESTMENT

8. The company shall have power to acquire by way of investment or otherwise such instruments and securities as the Board may deem fit and appropriate and to sell or otherwise dispose off such instruments or securities or convert such investment into stock in trade subject to the provisions of the Act and other rules and regulations and accounting standards as may be applicable to the company in the said respect.

9. DEMATERIALISATION OF SECURITIES

1. Definitions:

For the purpose of this Article:

"Beneficial Owner" means a person or persons whose name is recorded in the Register maintained by a Depository under the Depositories Act, 1996.

"Bye-laws" means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996;

For **ASSAM ENTRADE LIMITED**

Managing Director

"Depositories Act" means the Depositories Act, 1996, and any statutory modification or re-enactment thereof for the time being in force.

"Depository" means a company formed and registered under the Companies Act, 1956 ("the Act") and which has been granted a certificate of registration to act as depository under sub-section (1A) of section 12 of the Securities & Exchange Board of India Act, 1992;

"Record" includes the records maintained in the form of books or stored in a computer or in such other form as may be determined under the regulations made by SEBI.

"Regulations" means regulations made by SEBI;

"SEBI" means The Securities & Exchange Board of India;

"Securities" means such security as may be specified by SEBI from time to time

2. Dematerialisation Of Securities:

Notwithstanding anything contained in these Articles, the company shall be entitled to dematerialised its securities and to offer securities in a dematerialised form pursuant to the provisions of the Depository Act, 1996 or otherwise,

3. Option For Investors :

Every person subscribing to securities offered by the company shall have the option to receive the securities certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any security in the manner provided by the Depository Act, 1996 and the company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.

If a person opts to hold his securities with a Depository, the company shall intimate such depository the details of allotment of security, and on receipt of such information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

4. Securities In Depository Mode To Be In Fungible Form :

All Securities held in the depository mode with a depository shall be dematerialised and be in a fungible form. To such securities held by a depository on behalf of a beneficial owner nothing contained in Sections 153, 153A, 153B, 187A, 187B, 187C and 372A of the Act shall apply.

5. Right Of Depositories And Beneficial Owners:

- (a) Notwithstanding anything to the contrary contained in the Act, or these Articles, a Depositor/ shall be deemed to the registered owners for the purposes of effecting transfer of ownership of securities on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have other membership rights in respect of the securities held by it.
- (c) Every person holding securities of the company and whose name is entered as the beneficial owner in the register maintained by a depository shall be deemed to be a member of the company. The beneficial owner of securities shall alone be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities held in the depository mode of which he is the beneficial owner.

6. Service Of Document

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository mode, the records of the beneficial owner may be served by a depository on the company by means of electronic mode or by delivery of floppies or disks.

7. Transfer Of Securities

Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effect by a transferor and transferee both of whom are entered in the register maintained under the Depository Act, 1996 by a depository as beneficial owners.

8. Distinctive Numbers Of Securities Held In The Depository Mode

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held in the depository mode.

9. Register And Index Of Beneficial Owners

The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be register and index of members and holders of securities for the purpose of these Articles and the Act.

10. Option To Opt Out In Respect Of Any Security

If a beneficial owner seeks to opt out for a Depository in respect of any security, the beneficial owner shall inform the depository accordingly. The depository shall, on receipt of the intimation as above, make appropriate entries in its record and shall inform the company accordingly.

The company shall within thirty (30) days of the receipt of intimation from the depository and on the fulfillment of such condition and on payment of such fee as may be specified by the regulations, issue the certificate of securities to the beneficial owner or the transferee as the case maybe

11. Intimation To Depository

Notwithstanding anything contained in the Act or these Articles, where securities are dealt with in a Depository, the company shall intimate the details of allotment of securities thereof to the depository immediately on allotment of such securities.

12. Stamp Duty On Securities Held In Dematerialised Form

No stamp duty would be payable on shares held in dematerialised form in any medium as may be permitted by law including any form of electronic medium.

13. Applicability Of The Depository Act

In case of transfer of shares, where the company has not issued any certificate and where such shares are being held in an electronic and fungible form in a depository, the provisions of the Depositories Act, 1996 shall apply.

10. POSTAL BALLOT

Members will be entitled to Postal Ballot for only those resolutions as may be notified by the Central Government from time to time in this behalf and the procedures for such postal ballot will be prescribed in this behalf by the Central Government from time to time.

11. AUTHORISED CAPITAL

The Authorised Capital of the company shall be such amount as has been specified in Clause V of the Memorandum Of Association of the company.

For ASSAM ENTRADE LIMITED


Managing Director

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

Sl. No.	Name, Address, Description and Occupation of each subscriber	Signature of Subscriber	Signature of witnesses with addresses & Occupations.
1.	SASHANK SEKHAR LAHIRI S/o Late Dr. Purna Ch. Lahiri N. C. Road, Gauhati - 3 [Business]	Sd/-	H. S. Kumbhat Chartered Accountant G.N.B. Road, Gauhati
2.	SURAJ NARAYAN RATHIE S/o Late Prem Sukh Rathie Panikhaiti [Service]	Sd/-	
3.	KRISHAN MURARI SHARMA S/o Shri L. C. Sharma G. N. B. Road, Gauhati [Service]	Sd/-	
4.	NARNARAYAN DEVA SHARMA S/o Late R. Sharma Bamunimaidan, Gauhati [Service]	Sd/-	
5.	MAHESH BARKATAKI S/o Late B. D. Barkatakj Silpukhuri, Gauhati [Service]	Sd/-	
6.	PROVASH KUMAR GUHA S/o Late Profulla Kr. Guha Paltan Bazar, Gauhati [Service]	Sd/-	
7.	SHYAM SUNDER SHARMA S/o Late H. P. Sharma G. N. B. Road, Gauhati [Business]	Sd/-	

Place :

Date : 26th Day of March, 1985

For ASSAM ENTRADE LIMITED

[Signature]
Managing Director