

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
MADHYA PRADESH JAL NIGAM MARYADIT

1- INTERPRETATION

1. In these Articles unless there be anything repugnant to the subject or context thereof the following words shall have the meaning written against them:
 - a. The Company means **MADHYA PRADESH JAL NIGAM MARYADIT**.
 - b. The Act or "The said Act" means the Companies Act, 1956 as amended by any Act or Acts for the time being in force in the union of India.
 - c. The Director(s) means the Director(s) for the time being of the Company and includes any person occupying the position of the Director by whatever name called or the Director assembled at a meeting of the Board of Directors.
 - d. The Office means the Registered Office for the time being of the Company.
 - e. "Seal" means the Common seal of the Company.
 - f. "Writing" shall include printing and lithography and any other mode of representing or reproducing words in visible form and includes fax and e-mails.
 - g. "The Board" means the Board of Directors of the Company.
 - h. "The Managing Director" means Managing Directors of the Company, as defined under Section 2(26) of the Companies act. 1956.
 - i. "The Secretary" means the Secretary of the Company, as define under section 2(45) and 383-A of the Companies Act, 1956.
 - j. "The Developer" means any person, firm company or any other body corporate, who fulfils the criteria as laid down from time to time by the company, for undertaking the projects and other assignments of the company.

- k. Group water supply schemes means a drinking water supply scheme to provide drinking water facility more than one villages.
 - l. Sewerage disposal scheme means any scheme or project to manage and treat the sewage generated in either rural or urban areas.
 - m. Water supply scheme means a scheme to provide drinking water to any particular rural or urban areas.
 - n. Words importing the singular number include the plural number and vice versa. Words importing the masculine gender also include the feminine gender. Save as aforesaid words and expressions not specifically defined in these Articles shall except where the subject or context forbids, have the same meaning assigned to them in the Act.
2. The Company shall be Public Limited Company.

Table "A" To Apply Except Otherwise Provided.

3. The regulations contained in the Table "A" in the First Schedule to the Act, shall apply except in so far as they have been specifically excluded by /or under these Articles.

Share Capital

4. The Authorized share capital of the Company shall be as provided in the Memorandum of Association of the Company from time to time. The Share Capital of the Company shall be held by the State Government in the name of Governor and for the purpose of subscribing the Memorandum of Association and articles of Association by the nominees of State Government.
5. Subject to the provisions of section 80, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are; or at the option of the company are liable, to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
6. (1) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of sections 106 and

107, and whether or not the company is being wound-up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class

- (2) To every such separate meeting, the provisions of these regulations relating to general meeting shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class in questions.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other right shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu there with.
8. 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 notice 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 by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
9. (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within three months after allotment or within two months after the application for the registration of transfer (or within such other period as the conditions of issue shall provide):-
- (a) One certificate for all his shares without payment; or
 - (b) Several certificates, each for one or more of his shares, upon payment of one rupee for every certificate after the first.
- (2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up-thereon.

- (3) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
10. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any not exceeding rupees, and on such terms, if any, as to evidence and identify and the payment of out-of-pocket expenses incurred by the company in investigating evidence, as the directors think fit.
11. The company may subject to the provisions of Se. 77A of the Companies Act, 1956 buy back its own shares at such price as may be determined by the Board of Directors.

Transfer of shares

12. (1) the instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
13. Subject to the provisions of section 108, the shares in the company shall be transferred in the share transfer form as in force from time to time.
14. The Board may subject to the right of appeal conferred by section 111, decline to register:-
- (a) The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) Any transfer of share on which the company has a lien.
15. The Board may also decline to recognize any instrument of transfer unless the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

16. Subject to the provisions of section 154, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
- Provided that such registrations shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Alteration of Capital

17. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
18. The company may, by ordinary resolution
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum, subject, nevertheless, to the provisions of clause (d) of sub-section (1) of section 94:
 - (c) Cancel any shares which, at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
19. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,
- (a) Its share capital;
 - (b) Any capital redemption reserve account; or
 - (c) Any share premium account.

General meetings

20. All general meetings other than annual general meetings shall be called extraordinary general meetings.
21. (1) The Board may, whenever it thinks fit, call an extraordinary **General meeting**.
- (2) If at any time there are not sufficient number of directors in India to form a

quorum, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Boards.

Proceedings at general meetings

22. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
(2) Save as herein otherwise provided, five members present in person shall be a quorum.
23. The chairman, if any, of the Board shall preside as chairman at every general meeting of the company.
24. If there is no such chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman of the meeting, the directors present shall elect one of their member to be chairman of the meeting,.
25. If at any meeting no director is willing to act as chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their member to be chairman of the meeting
26. (1) The chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(3) 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.
(4) 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
27. 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.

28. Any business other than upon which a poll has been demanded may be preceded with, pending the taking of the poll Votes of members
29. Subject to any rights or restrictions for the time being attached to any class or classes of share, —
- (a) On a show of hands, every member present in person shall have one vote; and
 - (b) On a poll, the voting rights of members shall be as laid down in section 87.
30. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
31. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
32. (1) No objection shall be raised to the qualification of any votes 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.
- (2) Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
33. The instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a naturally certified copy of the power or authority shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the proxy; and in default the instrument of proxy shall not be treated as valid.
34. An instrument appointing a proxy shall be in either of the forms in Scheduled IX to the Act or a form as near thereto as circumstances admit.

35. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under this the proxy was executed, or the transfer of the shares in respect of which the proxy is given.

Provided that no intimation in writing of such death, insanity revocation of transfer shall have been received by the company at its office

Before the commencement of the meeting of adjourned meeting at which the proxy is used.

Borrowings


36. Subject to section 292 and 293 of the Act, Board of Directors may , from time to time by a resolution passed at a meeting of the Board accept deposits or borrow money or secure the repayment of any sum or sums of money for the purpose of the business of the company at such times, and in such terms and conditions in all respects as they think fit and proper and in particular, by promissory notes or by opening current accounts or by receiving deposits and advances, with or without security or by the issue/ of bonds, perpetual or redeemable debentures or debentures 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 or by mortgaging or changing or pledging any lands, buildings goods or other property and securities of the company or by such other means as may seem expedient to them.

Provided Debenture/Bonds, Debenture-stock bonds or other securities with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting.

Board of directors

37. Until other-wised determined by the Company in a General Meeting the number of Directors shall not be less than three and not more than fifteen excluding nominee directors.
38. a) Subject to the provisions of the Act, the Governor of Madhya Pradesh who is holding entire paid up share capital of the company, shall appoint the directors including the chairman and the Vice chairman of the Company.

- (i) **The Chief Minister of Madhya Pradesh will be ex officio chairman of the Company in addition to being a director of the company.**
- (ii) **The Ministers-in-charge of Public Health Engineering Department, Panchayat and Rural Development Department, Urban Administration & Development Department of Government of Madhya Pradesh & Chief Secretary to Government of Madhya Pradesh will be Vice Chairmen of the company in addition to being the directors of the company.**
- (iii) *The other Directors of the Company will be:-
- Secretary-in charge, Finance Department, Government of Madhya Pradesh
 - Secretary-in charge, Public Health Engineering Department, Government of Madhya Pradesh
 - Secretary-in charge, Urban Development & Environment Department, Government of Madhya Pradesh
 - Secretary-in charge, Panchayat and Rural Development Department, Government of Madhya Pradesh
 - Secretary-in charge, Public Health & Family Welfare Department, Government of Madhya Pradesh
 - Secretary-in charge, Water Resource Department, Government of Madhya Pradesh
 - Secretary-in charge, Narmada Valley Development Department, Government of Madhya Pradesh
 - Engineer-in-chief, Public Health Engineering Department, Government of Madhya Pradesh
- (b) The first directors of the company will be
- a. Shri Surya Kant Mishra
 - b. Shri. Akash Triphati.
 - c. Shri. Naval kishor Sehra
- * Altered vide Special Resolution passed by the members of the Company at AGM held on 21.07.2017.


Company Secretary
Madhya Pradesh Jal Nigam Maryadit
Bhopal

39. Every Director shall be paid :

- (a) Such sum not exceeding the limits of meeting fee laid down in section 310 of the Companies Act, 1956 per Director, per meeting of the Board of Directors, as the Board of Directors may fix from time to time for every meeting of the Board of Director of the Company or any committee thereof, attended by him/her as a Director thereof.
- (b) In addition to the above, all traveling and out of pocket expenses incurred if any, for attending and returning from meeting of the Board of Directors or any committee thereof,
- (c) subject to the provision of Section 314 of the Companies Act, 1956 any other sum either by way of a monthly payment or on the basis of a percentage of profits or both or otherwise as may be determined by the Board of Directors at any time, from time to time.

Nominee Director

40. Subject to the provisions of the Companies Act, 1956 and not with standing anything to the contrary contained in the these Articles, any Financial Company, Body Corporate, Bank, Insurance Corporation. Mutual Fund or Institution. (herein after referred to as "The Institution") shall have a right to appoint, remove, re-appoint, substitute from time to time, its' nominee as a Director (hereinafter referred to as "un Nominee Director") on the Board of the Company, so long as any money remain owing to them or any of them by the Company out of any financial assistance granted by them or any of them to the Company by way of loan and/or holding debentures and/or liability of the Company arising out of the guarantee furnished by the Institution on behalf of the Company, remains outstanding or in terms of any Agreement made between the Institution and the Company.
41. The Nominee Director/s shall, notwithstanding anything to the contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as Directors.

Causal Vacancy

42. If the office of the Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting causal vacancy, may be filled by the Board of Directors at meeting of The Board of Directors and the Director appointed shall hold office only up to the date which a Director in whose place he is appointed would have held office if it had been vacated. However the casual vacancies caused by the resignation or death of the directors nominated by the Government of Madhya Pradesh shall be filled by the Board at the recommendation of the Governor of Madhya Pradesh.
43. Subject to the provisions of the Act, the continuing Directors may act notwithstanding any vacancy in their body, but so that if the number falls below the minimum number fixed, the Directors shall not, except in emergencies or for the purpose of filling up vacancies or for summoning a General of the Company, act so long as the number is below the minimum and they may so act notwithstanding the absence of necessary quorum.

Alternate Directors

44. The Board may appoint an alternate director (hereinafter called the "Original Director") during his absence for a period of not less than three months from the State of Madhya Pradesh in which the meetings of the Board are ordinarily held. However, the appointment of an Alternate Director to act as a director nominated by the Government of Madhya Pradesh shall be made by the Board. Every such alternate Director shall subject to his giving to the company an address in India at which notice may be served on him, be entitled to notice of meeting of Directors and to attend and vote as a Director and he counted for the purposes of quorum and generally at such meeting to have and exercise all the powers and duties and authorities of the original director. The alternate Director so in whole place he has been appointed and shall vacate the office if and when the original director returns to the State of Madhya Pradesh, any provision in the Act or in these Articles for the automatic reappointment of retiring director in default of another appointment shall apply to the original director and not to the alternate director.

Additional directors

- 45 (1) The Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (2) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at the meeting subject to the provisions of the Act.

Share Qualifications:

46. No Director shall be required to hold any share or qualification shares of the Company.

Powers of the Board

47. Subject to the provisions of the Act, the Board of the Directors shall be entitled to exercise all such powers, and to do all such act and things, as the Company is authorized to exercise and do. Provided that the Board shall not exercise any power to do any act or thing which is directed or otherwise, to be exercised or done by the Company in General Meeting, provided further that in exercising any such order or doing any such act or thing, the Board shall be subject to the provisions contained in that behalf in the Act of in the Memorandum or Articles of the Company, or in any regulations nor in consistent therewith and duly made there under including regulations made by the Company in General Meeting. No regulation made by the Company in General Meeting shall in valid any prior act of the Board which would have been valid if that regulation has not been made.

Powers to be exercised by Board only

48. The Board shall exercise the following powers on behalf of the Company, and shall do so only by means of resolution passed at it's meeting;
- (a) the power of make calls on shareholders in respect of money unpaid do shares;
- (b) the power to issue debentures;

- (c) Power to borrow money otherwise than on debentures;
- (d) the power to invest the funds of the Company and
- (f) Borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the company, (apart from temporary loans obtained from the company's bankers in the ordinary course of business) will exceed the paid up capital of the company and its free reserves, that is to say reserves not set apart for any specific purpose; or.

Provided that the Board may, be a resolution passed at meeting delegate to any Committee of Directors, the Managing Director, Additional Managing Director, executive Director or any other principal officer of the Company or in the case of branch office of the Company the principal officer of the branch office the powers specified in clauses (c), (d), (e) and (f) to the extent specified in Section 292 of the Act.

Consent of Company necessary for exercise of certain powers

49. The Board shall not except with the consent of the Company in General Meeting;
- (a) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole, or substantially the whole, of any such undertaking;
 - (b) Remit, give time for repayment of any debt due by a Director.
 - (c) Contribute to charitable and other funds not directly relating to the business of the company or the welfare of its employees, any amounts the aggregate of which all, in any financial year, exceed Rs. One Lac or five percent of its average net profit as determined in accordance with the Act during the three financial years immediately preceding, which ever is greater.

Specific powers delegated to the Board

50. Without prejudice to the general powers conferred on the Board and the other powers conferred by these presented but subject however to the provisions of the Act, it is

hereby expressly declared that the Board of Directors shall have the following powers.

- (a) To pay the costs, charges and expenses of and incidental to the promotion, establishment and registration of any Company.
- (b) To have an official seal for use of the Board.
- (c) To keep Members Register in accordance with the provision of the Act.
- (d) To purchase or otherwise acquire for the Company any property rights or privileges which the Company is authorised to acquire at such price and general on such terms and conditions as they may think fit.
- (e) At their direction to pay any property or rights or privileges acquired by or services rendered to the Company either wholly or partially in cash, or in shares, bonds, debentures, debentures stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debentures stock or other securities may be either specially charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- (f) To issue and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.
- (g) To open accounts with any Nationalized and such other scheduled banks as have been authorised by the Reserve Bank of India to conduct Government business and to pay money into and draw money from time to time as the Directors may think fit.
- (h) To secure the fulfillment of any contracts or engagements entered into by the Company by mortgages or charge on all or any of the property of the Company

and its unpaid capital for the time being or in such other manner as they may think fit.

- (i) To attach to any share to be issued as the consideration or part of the consideration for any contract with or property acquired by the Company, or in payment for services rendered to be Company, such conditions as to the transfer thereof as they think fit.
- (j) To accept from any member on such terms and conditions as shall be agreed as surrender of his shares or stocks or any part thereof.
- (k) To appoint any persons (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 purpose and to execute and do all such acts and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees.
- (l) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or it's officers-or otherwise the affairs of the Company and also to compound and allow time for payment or satisfaction of any debt due or any claims or demands by or against the Company.
- (m) To refer any claim or demand by or against the Company to arbitration and observe and perform the awards.
- (n) To act or behalf of the Company in all matters relating to bankruptcy and insolvency.
- (o) To make and give receipts, releases and other discharges for moneys payable to the company and for the claims and demands of the Company.
- (p) To determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptance, endorsement, cheque, dividend warrants, releases, contracts and documents.
- (q) To invest and deal with any of the moneys of the Company not immediately required for the purposes there of, upon such securities and in such manner as they think fit and from time to time.

- (r) 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, and any mortgage may contain a power of sale and such other powers, covenants and provisions as the Directors may think fit.
- (s) To give to any Director, officer or other employee of the Company an interest in any particular business or transaction either by way of commission on the gross expenditure thereof or otherwise or a share in the general profits shall be treated as a part of the working expenses of the Company provided that the shares of general profits of the Company payable to the Directors or to the officers of the company shall not exceed in the aggregate a sum equivalent to three percent of the net profits of the Company as determined in accordance with the provision of Section 349 and 350 of the Act provided further that this limitation or restriction on the percentage of net profit shall not be applicable to any distribution of a general bonus to the employees of the Company.
- (t) To provide for the welfare of the employees or ex-employees of the Company and their wives and families or the dependents or connection or such persons by building or contributing to the bonus or other payment or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
- (u) To subscribe or guarantee money for any national, benevolent, public, general or useful object or for any exhibition or to any institution, club, society or fund.
- (v) To Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they may think proper for depreciation or to a Depreciation fund or as Reserve or to a Reserve Fund or Sinking Fund or any special Fund to meet contingencies or to repay redeemable preference shares or debentures or for payment of dividends or for equalizing dividends or

for repairing, improving, extending and maintaining any part of the property of the company or for such other part of the property of the Company or for such other purpose as the Directors in their absolute discretion think conducive to the interest of the Company and the Directors may invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by the Act) in their absolute discretion think conducive to the interests of the company notwithstanding that the matters of which the Directors apply or upon which they expend the same, or any part thereof may be matters to or upon which the capital moneys of the company might rightly be applied or expended; and the Directors may divide the Reserve or any fund into such special funds and transfer any sum from one fund to another as the Directors may think fit, and may employ the assets constituting all or any of the above funds, including the Depreciation fund, in the business of the Company or in purchase of repayment of Redeemable Preference Shares or Debentures and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power over other assets and without being bound to pay interest on same, with power however to the Directors at their discretion to pay or allow to the credit of such fund interest at such rate as the Directors at their discretion to pay or allow to the credit of such fund interest at such rate as the Directors may think proper, not exceeding five percent per annum.

- (w) To appoint and at their discretion remove such committee or committees of experts, technicians or advisers or such managers, officers, clerks, employees and agents for permanent, services as they may from time to time think fit, and fix their salaries and emoluments and require security in such instance as to such amounts as they may think fit.
- (x) To comply with the requirements of any local law which in their opinion shall in the interest of the company be necessary or expedient to comply with.
- (y) From time to time and at any time to establishment any Local Board/Committee for managing any of the affairs of the company in any specified locality in India or elsewhere or for any specific purpose and to appoint any persons to be

members of any Local Board or Committees and to fix their remuneration. And from time to time and any time, but subject to provision of section 292 of the Act to delegate to any persons so appointed any of the powers, authorities, and discretion for the time being vested in the Directors and to authorize the members for the time being of any such Local Boards Committees or any of the powers, authorities, and discretion for the time being vested in the Directors and to authorize the members for the time being of any such Local Board or Committees or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time annual or vary any such delegation. Any such delegates may be authorized by the Directors to sub delegates all or any of the powers, authorities and discretion for the time being vested in them.

- (z) At any time and from time to time but subject to the provisions of section 292 of the Act by Power of attorney to appoint any persons or person to be the attorney or attorneys of the company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these presents) and for such periods and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the, Directors think fit) may be made in favour of the members or any of the members or any of the members of any Local Board or Committee established or constituted as aforesaid or in favour of any company or the members, Directors, Nominees or Members of any company or firm or otherwise in favour of any fluctuating body' or persons whether nominated directly or indirectly by the Directors and any such powers for the protection or conveniences of persons dealing with such attorneys as the Directors may think fit.
- (aa) Generally subject to the provisions of the Act and these Articles to delegate the powers, authorities and discretion vested in the Directors to any person, officer of the Company firm, company or fluctuating body of persons as aforesaid.
- (bb) Any such delegate or attorney as aforesaid may be authorised by the Directors

to sub delegate all or any of the powers, authorities and discretion for the being vested in him.

- (cc) 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 matter aforesaid or otherwise for the purpose of the company.
- (dd) To adopt any transparent tender process such as those adopted by TWAD, UP Nigam, Delhi Jal Board, KRWSSA, World Bank or Asian Development Bank for selecting the agency to execute its projects.
- (ee) All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such persons and in such manner as the Board shall from time to time by resolution determine.

51. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

Proceedings of Board

52. (1) The Board of Directors may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it things fit.
- (2) A director may, and the manager or secretary on the requisition of a director shall at any time, summon a meeting of the Board.
53. (1) Save as otherwise expressly provided in the act, question arising at any meeting of the Board shall be decided by a majority of votes.
- (2) In case of an equality of votes, the chairman of the Board, if any, shall have a second or casting vote.
54. The continuing directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing

the number of directors to the fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

55. (1) The Board may, subject to the provisions of the Act, delegate any of its powers to a committee consisting of such members of its body as it thinks fit.
- (2) Any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the Board.
56. (1) A Committee may elect a chairman of its meetings.
- (2) If no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
57. (1) A committee may meet and adjourn as it thinks proper.
- (2) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of any equality of votes, the chairman shall have a second or casting vote.
58. All acts done by any meeting of the Board or of a committee thereof or by any person acting as director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more such directors or of any person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
59. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held.

Managing Director

60. The Board of Directors may at any time appoint or re-appoint any of the Directors as a Managing Director upon such terms and upon such conditions in all respects as

may be deemed fit by the said Board.

61. The remuneration of Managing Director shall subject to Section 309 of the Act. and other applicable provisions of the Act be decided by the Board of directors, Provided that any sum or sums incurred by him/her in connection with the business of the Company shall be reimbursed to him/her and shall not be included in or deemed as his/her remuneration.
62. The Managing Director shall be entitled to such salary as may be determined by the Board of the Directors from time to time and out of pocket expenses incurred in connection with the business of the Company and such traveling and other expenses as may be permitted by the Board of Directors from time to time.
63. The Managing Director shall be Chief Executive Officer of the Company and will be responsible for managing its day-to-day affairs. He will have authority for contractual appointments, taking employees on deputation, their deployment as and when/where necessary and to initiate disciplinary action against them. However the number of employees will be within the sanctioned staff strength.
64. The Managing director shall have the authority and responsibility of exploring and initiating new business opportunities compatible with the objectives of the company. tour/travel with in the country and to employ consultants for furthering the mandates given to him by the Board of Directors. He will have the authority to release payments to fulfill the contractual obligations.
65. Subject to the general supervision and control of the Board of Directors, the Managing Director shall have all the powers of the Board of Directors of the Company, unless such powers have to be exercised by the Board under the provision of law and in particular the Managing Director is authorized to execute sign, enter into and to execute all such contracts, conveyances, lease, assignments, assurances, deeds agreements, instruments, in connection with all movable and immovable properties of the Company and in relation to the business of the Company and to enter into all agreements, negotiations and make representation to the Government both State and Central, Financial Institution. Public bodies, banks etc. and shall sign, execute all necessary applications and documents, as may be required or deemed fit

and proper requisite from time to time. He may settle any account or reckoning whatsoever on behalf of the company.

Secretary

66. Subject to the provision of the Act.
- (a) A Secretary possessing the qualification as prescribed by the Companies (Secretary's Qualification) rules, 1988 may be appointed by the Board for such period and such remuneration of terms and conditions as it may think fit.
 - (b) A Director may be appointed as Secretary subject to the provisions of Section 314 and 383 A of the Act.

The Seal.

67. (i) The Board shall provide for the safe custody of the Seal.
- (2) the seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person as aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

68. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
69. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
70. (1) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied including

provision for meeting contingencies or for equalizing dividends; and pending such application, may at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time think fit.

- (2) The Board may also carry forward any profits which it may think prudent not to divide, without setting them aside as a reserve.

Accounts

71. The Directors shall cause true accounts to be kept of (a) all sums of money received and expended by the company and matters in respect of which such receipt and expenditure take place (b) all income, sales and purchases of goods or services by the company (c) The assets, credits and liabilities of the company and generally of all its commercial financial and other affairs, transactions and engagements and of all other matters, necessary for showing the true financial state and conditions of the company.
72. (1) the Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
 - (2) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

Winding up

73. (1) If the company shall be wound-up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide among the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
 - (2) For the purpose aforesaid, the liquidator may set such value as he deems fair

upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

- (3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability

Secrecy clause

74. No member shall be entitled to enquire discovery of or any information with respect to any details of the company's trading or any matter which may be of the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Company to communicate the same.

Indemnity and Responsibility

75. Subject to the provisions of the Section 201 of the Act, every Director of the Company, Officer (whether Managing Director, Additional Managing Director or Executive Director or other Officer) or employee or any person employed by the company as Auditor shall be indemnified by the company. It shall be the duty of the Directors to pay out of the funds of the company all costs, losses and expenses (including traveling expenses) which any such Director, officer, other employee or Auditor or may incur or become liable to by reason of any contract entered into or and deed done by him as such Director, Officer, other employee or Auditor or in any way in the discharge of his duties.
76. Subject as aforesaid every Director, Officer, other employee or Auditor of the Company shall be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal, in which judgments is given in his favour or in which he is acquitted or discharged in connection with any application under section 633 of the Act in which relief is granted to him by the court.

We the several persons, whose names and addresses are here-into subscribed are desirous of being formed into a limited company in pursuance of these Articles of Association and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names for and on behalf of the Governor, Government of Madhya Pradesh as his nominees.

S.No.	Name, addresses & description of subscribers	No. of Equity Shares Taken	Signature	Signature and addresses of Witness
1.	Surya Kant Mishra s/o Sh. Chandra Sekhar Mishra Secretary Public Health Engineering Department Govt. of M.P. D-11/7 Chat Imli Bhopal	49940 (Forty Nine Thousand Nine Hundred Forty)	SD/-	SD/- Jayant Kothari s/o Shri L.C. Kothari 129, Malviya Nagar Bhopal Chartered Accountant
2.	Ajay Nath s/o Sh. Devendra Nath Principal Secretary Finance Department Govt. of M.P. E-/19 Arera Colony Bhopal	10 (Ten)	SD/-	
3.	Mrs. Aruna Sharma w/o Sh. Vijay Sahrama Principal Secretary Panchayat and Rural Development Department Govt. of M.P. B-14 Char Imli Bhopal.	10 (Ten)	SD/-	
4	Surya Pratap Singh Parihar s/o Dr. A.S. Parihar Principal Secretary Urban Administration & Dev. Department Govt. of M.P. D-2/2 Char Imli Bhopal.	10 (Ten)	SD/-	

S.No.	Name, addresses & description of subscribers	No. of Equity Shares Taken	Signature	Signature and addresses of Witness
5.	Pravir Krishana S/o Dr. K.K. Sinha Principal Secretary Health & Family welfare Department Govt. of M P. C-2/18 Char Imli Bhopal.	10 (Ten)	SD/-	SD/- Jayant Kothari s/o Shri L.C. Kothari 129, Malviya Nagar Bhopal Chartered Accountant
6.	Akash Tripathi s/o Dr. C.D. Tripathi Additional Secretary Public Health Engineering Department Govt. of M P.C-2 Academy Parisar Sahpura Bhopal.	10 (Ten)	SD/-	
7.	Naval Kishore Sehra S/o Sh. M.S. Sehra Engineer-In- Chief Public Health Engineering Department Govt. of M P. D-36 Char Imli Bhopal.	10 (Ten)	SD/-	
		50,000 (Fifty Thousand Equity Shares)		