

THE COMPANIES ACT, 2013
COMPANY LIMITED BY GUARANTEE
AND
NOT HAVING SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
INDIAN ASSOCIATION OF INVESTMENT PROFESSIONALS

The following Articles shall be the regulations for the management of Indian Association of Investment Professionals.

1. PRELIMINARY

Subject as hereinafter provided, the regulations contained in Table 'H' in the Schedule I to the Act (as defined below) shall apply to the Company.

2. DEFINITIONS AND INTERPRETATION:

2.1. In these Articles, unless repugnant to the subject or context thereof, the following expressions shall have the meaning hereinafter respectively assigned to them:

- (a) **'Acceptable Professional Work Experience'** means work experience as set out by the CFA Institute Board and shall include activities related to the professional practices of financial analysis, investment management, securities analysis, or other similar activities.
- (b) **'Act'** means the Companies Act, 1956 and/or Companies Act, 2013, as applicable, and the rules and regulations framed thereunder and any circulars and notifications prescribed thereunder and/or any statutory modification or re-enactment thereof for the time being in force.
- (c) **'Annual General Meeting'** means a general meeting of Regular Members of the Company duly called and constituted in accordance with the provisions of Section 96 of the Act.
- (d) **'Articles'** means these Articles of Association of the Company, as may be amended from time to time.
- (e) **'Board of Directors'** or **'Board'** means meeting of the Directors duly called and constituted and any adjourned holding thereof or acting by circular under the Act.
- (f) **'Bye Laws and Regulations'** means the bye laws and the regulations of the Company for the time being in force duly passed by the Board.

- (g) '**CFA Charter holder**' means a holder of the Chartered Financial Analyst (CFA®) professional designation, as awarded by CFA Institute.
- (h) '**CFA Institute**' means the non-stock corporation organized under the laws of Commonwealth of Virginia.
- (i) '**CFA Program**' means the Chartered Financial Analyst (CFA®) study and examination program developed and administered by CFA Institute.
- (j) '**CFA Society India**' means the registered trademark of CFA Institute licensed for use to the Company under Member Society Licensing Agreement dated 31 August 2017 subject to annual renewal.
- (k) '**Chartered Financial Analyst**' and '**CFA®**' means marks solely belonging to CFA Institute that the Regular Members authorized by CFA Institute may use as a professional designation.
- (l) '**Code and Standards**' means the code of ethics and standards of professional conduct, developed and amended periodically and administered by CFA Institute.
- (m) '**Company**' means Indian Association of Investment Professionals.
- (n) '**Director**' means any of the Directors for the time being of the Company.
- (o) '**Extraordinary General Meeting**' means an extraordinary general meeting of Regular Members of the Company duly called and constituted and any adjourned holding thereof in accordance with Section 100 of the Act.
- (p) '**Investment Professional**' means an individual who evaluates or applies financial, economic and statistical data as part of his professional practice of financial analysis, investment management, securities analysis, or other similar profession.
- (q) '**Memorandum**' means the Memorandum of Association of the Company, as may be amended from time to time.
- (r) '**President**' or '**Chairperson**' means a Director elected among themselves and named as President or Chairperson.
- (s) '**Professional Conduct Statement**' means the form prepared by CFA Institute inquiring into an individual's conduct that must be signed and submitted on an annual basis (on or before a date designated by CFA Institute) by the

individual members of CFA Institute, other than those individuals excused under CFA Institute bylaws.

- (t) **'Register of Members'** means the register of members to be kept pursuant to Section 88 of the Act.
- (u) **'Regular Member'** means an individual (i) who meets the eligibility criteria set out in Article 3.1 below, and (ii) is duly admitted to the membership of the Company by entering his name in the Register of Members maintained by the Company, and the term **'Regular Membership'** shall be construed accordingly.
- (v) **'Secretary'** means a Director elected among themselves and named as Secretary.
- (w) **'Treasurer'** means a Director elected among themselves and named as Treasurer.
- (x) **'Vice-President'** or **'Vice-Chairperson'** means a Director elected among themselves and named as Vice President or Vice-Chairperson.
- (y) **'Volunteer Committee'** means a committee consisting of Regular Members and Affiliate Members volunteering towards achievement of the mission and objective of the Company.

2.2. Except to the extent the context requires otherwise:

- (a) any reference to a statutory provision shall include such provision as from time to time modified or re-enacted and any regulations made in pursuance thereof as from time to time modified or re-enacted and shall include past statutory provision or regulations (as from time to time modified or re-enacted) which provision or regulations have directly or indirectly replaced;
- (b) the headings or bold typeface are inserted for ease of reference only and shall not be taken into consideration for or affect the interpretation or construction of any provision of these Articles;
- (c) words importing the singular include the plural and vice versa, and pronouns importing a gender include all genders;
- (d) the terms "thereof", "therein", "thereby", "thereto" and derivative or similar words refer to the entire Articles, or specified clauses of the Articles, as the case may be;
- (e) reference to the word "include" shall be construed without limitation;

- (f) time is of the essence in the performance of the parties' respective obligations. If any time period specified herein is extended, such extended time shall also be of the essence; and
- (g) words or expressions not defined in these Articles shall have the same meaning as in the Act.

3. REGULAR MEMBERS AND AFFILIATE MEMBERS

3.1. Regular Members

The subscribers to the Memorandum and an individual who,

(a) has paid and continues to pay applicable fees to the Company or such other person/entity as may be designated, for admission to the Company, unless payment of such fees is waived by the Board, and**

** (Substituted by members at their AGM held on September 24, 2019)

(b) is a CFA Charter holder,

may be admitted by the Board (or a person authorised by the Board) as a Regular Member of the Company by entering his name in the Register of Members and thus, recognised as a member under the Act.

3.2. On and from the extra-ordinary general meeting of the Company held on 07 July 2018 or any adjournment thereof, the erstwhile Regular Members, Affiliate Members and Associate Members of the Company and continuing as such on the Register of Members of the Company till 07 July 2018 shall be re-classified and regarded/ known as Regular Members of the Company.

3.3. The Board may from time to time make such rules as to the manner in which the Regular Members may exercise their rights and privileges as members of the Company, subject to the provisions of these Articles and the Act.

3.4. Affiliate Members

An individual who,

(a) has paid and continues to pay applicable fees to CFA Institute or such other person/entity as may be designated, for admission to the Company, and to the membership of CFA Institute, and

(b) must have passed the Level I Exam of CFA Program,

may be admitted by the Board (or a person authorised by the Board) as an Affiliate Member of the Company.

An Affiliate Member shall become a Regular Member (i.e. a member under the Act) once his name is entered in the Register of Members.

3.5. **Maintaining position of Regular Member/Affiliate Member**

To continue being a Regular Member or Affiliate Member, each such individual shall:

- (a) adhere to all applicable rules and regulations, including these Articles, Bylaws and Regulations, CFA Institute articles, bylaws and regulations, the Code and Standards, and such other rules, regulations, standards, etc., relating to professional conduct developed and administered by CFA Institute or the Company;
- (b) within the prescribed time annually file a Professional Conduct Statement; and
- (c) within the prescribed time pay applicable annual fees/dues.

3.6. **Records**

The Secretary or any other person authorized by the Board shall, in compliance with the Act, keep and maintain a record of and shall have a right to obtain from CFA Institute the names and addresses of all individuals who have agreed to enroll with the Company and such other records and information relating thereto as the Board shall determine.

3.7. **Resignation**

- (a) Any Regular Member or Affiliate Member (as applicable) may at any time cease to be so by submitting a resignation in writing to the Company. Such resignation shall be effective upon receipt by the Company, or the date specified (as applicable), and acceptance thereof by the Company shall not be necessary to make it effective.
- (b) The Company shall promptly notify CFA Institute of resignation of Regular Member or Affiliate Member (as applicable), or if that individual notifies CFA Institute directly, CFA Institute will notify the Company.

3.8. **Cessation**

A Regular Member or Affiliate Member (as applicable) shall cease to be so in the following circumstances:

- (a) If he resigns as set out in Article 3.7(a) above;

- (b) If he is adjudged insolvent, provided however that the Board shall be entitled to reinstate him on his producing satisfactory proof that the adjudication order was annulled as he ought not to have been adjudged an insolvent, and/or has paid his debts in full;
- (c) If he is convicted by a court for any offence involving misconduct or moral turpitude;
- (d) If he fails to pay any dues to the Company;
- (e) If he is expelled from the Company under Article 3.9;
- (f) If he acts against the interest of the Company or is maligning the Company or creating environment of distrust or causing harm to reputation of CFA Institute or the Company; and/or
- (g) If any statement made in the application is found to be false or incorrect.

3.9. **Expulsion**

If any Regular Member or Affiliate Member (as applicable) shall refuse or neglect to comply with any provision of the Memorandum or of these Articles or any Bye-laws and Regulations, or shall be guilty of misconduct such as the Board considers likely to endanger the harmony or affect the character or stability or interests of the Company, such individual shall be liable to expulsion by a resolution of the Board, provided that no less than two thirds of the Directors on the Board shall have voted in favour of the same and provided also that at least twenty one (21) days before the meeting at which such resolution is passed such individual shall have had notice thereof and of the intended resolution for his expulsion and that he shall at such Board meeting and before the passing of such resolution have had an opportunity of giving oral or written explanation or defense as he may think fit to the Board. On passing of such resolution, the Regular Member or Affiliate Member (as applicable) shall forthwith cease to be an Regular Member or Affiliate Member (as applicable) of the Company and any fees or part thereof already paid by him shall not be refunded. No appeal shall lie on the decision of the Board.

3.10. **Consequences of cessation**

- (a) An individual ceasing to be Regular Member or Affiliate Member (as applicable) under any of the provisions of these Articles shall not be eligible to become Regular Member or Affiliate Member (as applicable) at any time thereafter unless the Board shall otherwise determine.
- (b) An individual ceasing to be a Regular Member or Affiliate Member (as applicable) under any of the provisions of these Articles shall forfeit all rights to and claims upon the Company and its property and funds but he shall nevertheless remain

liable for and shall pay to the Company all moneys which at the time of his ceasing to be a Regular Member or Affiliate Member (as applicable) may be due to the Company from such individual.

3.11. Register of Members

A Register of Members shall be kept in which shall be set forth the name, address and such other details as prescribed under the Act of every Regular Member of the Company for the time being and in which all changes in Regular Membership from time to time taking place, shall be recorded. Each Regular Member shall promptly notify the Company in writing of any change affecting any of the entries in the said register.

3.12. Index

An index of Affiliate Member shall be kept in which the name, address and such other details as required by the Board and in which all changes in their details from time to time taking place, shall be recorded. Each Affiliate Member shall promptly notify the Company in writing of any change affecting any of the entries in the said index.

4. COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO REGULAR MEMBERS

Copies of the Memorandum and Articles of the Company and other documents referred to in Section 117 of the Act shall be sent by the Company to every Regular Member at his request within seven (7) days from the receipt of request by the Company along with payment of Rs. 25 for the requested document.

5. BORROWING POWERS

Subject to the provisions of the Act and of these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board raise or borrow any sums of money for the Company and secure the payment or repayment on any such borrowings in such manner and upon such terms and conditions, as the Board may deem fit.

6. REGISTER OF CHARGES

The Board shall cause a proper register to be kept in accordance with the Act of all mortgages and charges specifically affecting the property or assets of the Company; and shall duly comply with the requirements of the Act in regard to registration of mortgages and charges and in regard to inspection during business hours to be given to creditors or Regular Members of the Company without any payment of fees, of the Register of Charges and inspection of copy of the instruments creating charges; and at such sum as may be prescribed by the Act shall be payable by any

person, other than Director or Regular Member of the Company, for each inspection of the Register of Charges.

7. GENERAL MEETINGS

7.1. Annual General Meeting

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 (15) months shall elapse between the date of one Annual General Meeting of the Company and that of next and provided that such meeting shall be held within six (6) months after closing of the Company's financial year. The Annual General Meeting shall be held at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated, as the Board shall appoint at a time during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday (as declared by the Central Government of India), provided that the Annual General Meeting may be held at any place in India if consent is given in writing or by electronic mode by all the Regular Members in advance and provided further that the time, date and place of each Annual General Meeting are decided upon before-hand by the Board.

7.2. Extra Ordinary General Meetings

All General Meetings, other than Annual General Meetings, shall be Extraordinary General Meetings. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting.

7.3. Notice of General Meeting

- (a) An Annual General Meeting and an Extraordinary General Meeting shall be called by the Board by not less than fourteen (14) days' notice either in writing or through electronic mode, in manner prescribed under the Act, to the Regular Members' usual address in India or abroad. The notice shall be exclusive of the day for which it is given, and shall specify the place, date, day and hour of meeting and shall contain a statement of the business to be transacted in accordance with the provisions of the Act and such notice shall be given in manner hereinafter mentioned or such other manner, if any, as may be prescribed by the Act to all Regular Members, Directors and auditors for the time being of the Company. There shall appear with a reasonable prominence in every notice calling a General Meeting a statement that a Regular Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself provided that such proxy is also a Regular Member of the Company.
- (b) A General Meeting may be called at a shorter notice in accordance with the provisions of the Act.

7.4. Omission to give notice not to invalidate the proceedings of the General Meetings

The accidental omission to give notice of General Meeting to, or the non-receipt of notice of a General Meeting, by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

7.5. Business to be transacted at General Meeting

- (a) In the case of an Annual General Meeting, all business to be transacted at the meeting shall be deemed special, with the exception of business relating to:
 - (i) The consideration of accounts, balance sheets and reports of the Board of Directors and auditors;
 - (ii) The appointment of Directors in place of those retiring; and
 - (iii) The appointment of and the fixing of remuneration of the auditors.
- (b) In the case of any other General Meeting, all business shall be deemed special.
- (c) Where any item of business to be transacted at the General Meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the General Meeting a statement setting out all material facts concerning such item of business, including in particular the nature of the concern or interest, if any, therein of every Director, and the Manager, if any.
- (d) Where any item of business consists of according approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

7.6. Proceedings at General Meetings

Quorum at General Meetings shall be:

- (a) Five (5) Regular Members personally present if the number of Regular Members on the date of the meeting is not more than one thousand (1,000);
- (b) Fifteen (15) Regular Members personally present if the number of Regular Members on the date of meeting is more than one thousand (1,000) but not more than five thousand (5,000); and
- (c) Thirty (30) Regular Members personally present if the number of Regular Members on the date of the meeting exceeds five thousand (5,000).

No business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the business and till the conclusion of the Meeting.

7.7. Business confined to election of Chairman whilst chair vacant

No business shall be discussed at any General Meeting except the election of a chairman, whilst the chair is vacant.

7.8. Chairperson of the Board to act as Chairperson for the General Meeting

The Chairperson of the Board of Directors shall be entitled to take the chair at every General Meeting. If there be no Chairperson or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding such meeting, or is unwilling to act, the Board of Directors present may choose one of their members to act as Chairperson of the General Meeting and in default of their doing so, the Regular Members present shall choose one of the Directors to take the Chair and if no Directors present be willing to take the Chair, the Regular Members present shall choose one of the Regular Members to be the Chairperson of the General Meeting.

7.9. Proceeding when quorum not present

If within half an hour after the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of Regular Members as per the provisions of the Act, shall be cancelled and in any other case 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 Board may determine. If at such adjourned meeting also a quorum is not present within half an hour from the time appointed for holding the meeting the Regular Members present shall be the quorum and may transact the business for which the meeting was called.

7.10. Adjourned meeting

The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place; but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for less than thirty (30) days, the Company shall give not less than three (3) days' notice to the Regular Members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place of the registered office of the Company. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

7.11. **Voting rights**

- (a) At any General Meeting a resolution put to vote of the meeting shall be decided on a show of hands, unless the voting is carried out electronically or a poll is (before or on the declaration of the result of the show of hands) demanded by Regular Members having not less than one-tenth of the total voting power and present in person or by proxy or by the Chairperson of the meeting and, unless the voting is carried out electronically or a poll is so demanded, a declaration by the Chairperson that a resolution has, on show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to the effect in the minutes book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolutions. No poll shall be demanded on the election of the Chairperson of a General Meeting or on any question of adjournment.
- (b) Every Regular Member of the Company shall have one vote, provided however that:
 - (i) If a Regular Member has become of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, such Member shall not be entitled to vote either in person or by proxy or guardian or committee.
 - (ii) No Regular Member shall be entitled to vote at any General Meeting unless all sums presently payable by him to the Company have been paid.
- (c) 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.
- (d) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
- (e) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed; Provided that no intimation in writing of such death, insanity, or revocation shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- (f) A Regular Member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once.

7.12. **Maintenance of minute books and records**

The Company shall maintain minutes books of General Meetings to record summary of the proceedings there at and signed by the Chairperson of the meeting at which the

proceedings took place or by a Director duly authorized by the Board for the purpose. The Company shall, if and as required by the Act, maintain statutory records and books of accounts.

8. BOARD OF DIRECTORS

8.1. Number of Directors on the Board

The number of Directors on the Board shall not be less than two (2) and not more than fifteen (15) individuals, which will, based on availability and consent, include minimum two (2) women Directors or as may be decided by the Board from time to time, one of whom shall be the Chairperson.**

** (Substituted by members at their AGM held on September 24, 2019)

8.2. General powers of Company vested in Board

The business of the Company shall be managed by the Board, who may exercise all such powers and do all such acts and things as the Company is by the Act, its Memorandum or these Articles or otherwise authorized to exercise and do and are not by these Articles or by statute directed or required to be exercised or done by the Company in a General Meeting, but subject to the provisions of the Act and of the Memorandum and these Articles and to any regulations not being inconsistent with the Memorandum and these Articles from time to time made by the Company in a General Meeting, provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

8.3. Certain powers to be exercised at Board Meeting

Subject to the provisions of the Act and power of delegation under the proviso, the Board shall exercise the following powers on behalf of the Company only by means of resolutions passed at its meetings:

- (a) Creation, modification and dissolution of Volunteer Committee for achieving the mission and objectives of the Company,
- (b) Addition/modification of the respective roles of the President, Vice-President, Secretary and Treasurer,
- (c) Constitution and dissolution of committees of the Board, and
- (d) Any other acts as it deems fit in compliance with applicable laws.

Provided that the Board may, by a resolution passed at a meeting and as per the provisions of the Act, delegate to any committee of Directors, the President, Vice President, Secretary or Treasurer of the Company, the powers specified in Articles 8.3 (a) to (c) on such conditions as it may specify.

8.4. Proceedings of the Board

- (a) The Board may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that the Board shall hold at least one meeting within every six (6) calendar months.
- (b) The quorum for a meeting of the Board shall be either eight (8) Directors or twenty five per cent (25%) of its total strength, whichever is less; provided that the quorum shall not be less than two (2) Directors. Where a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.
- (c) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed under the Act, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time.

Provided that the matters prescribed under the Act shall not be dealt with in a meeting through video conferencing or other audio visual means.

Provided further that where there is quorum in a meeting through physical presence of Directors, any other Director may participate through video conferencing or other audio visual means in such meeting on any matter specified under the first proviso.

- (d) A meeting of the Board shall be called by giving not less than seven (7) days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means, provided that a meeting of the Board may be called at shorter notice to transact urgent business.
- (e) The Company shall maintain minutes books of meetings of the Board to record summary of the proceedings thereat and signed by the Chairperson of the meeting at which the proceedings took place or by a Director duly authorized by the Board for the purpose.

9. ELECTION AND APPOINTMENT OF DIRECTORS

Election and appointment of Directors on the Board shall be by ballot and subject to the following:

- 9.1. A Director of the Company shall hold office for a term of three (3) years from his date of appointment but shall be eligible for re-appointment for another term of

three (3) years. This Article 9.1 is not applicable to the Directors appointed prior to the date of the extra-ordinary general meeting of the Company held on 07 July 2018.

9.2. **Nomination Committee**

The Regular Members of the Company authorise the Board to form a nomination committee (not being a Board committee or in nature of nomination and remuneration committee as per the Act) consisting of members set out hereunder, formed to function and act in accordance with the terms of reference set out hereunder (**Nomination Committee**):

(a) Composition and Quorum of Nomination Committee:

The Nomination Committee shall consist of the following individuals as its members:

- (i) Two members from the Board of the Company, and
- (ii) Two members from any of the following special invitees:
 - (I) Past President of the Company,
 - (II) Past Director of the Company, and
 - (III) Persons of eminent repute.

The chairperson of the Nomination Committee shall be one of the special invitee member mentioned above who shall have a casting vote in case of equality of votes. In case of resignation of a member, or any vacancy arising in, the Nomination Committee, the Regular Members of the Company authorise the Board to fill such resignation or vacancy with an appropriate member as per the above mentioned composition.

The quorum for meeting of Nomination Committee shall be a minimum of two (2) members of the Nomination Committee, provided that the presence of one special invitee is required to constitute a valid quorum.

(b) Functioning and terms of reference of Nomination Committee:

- (i) The Nomination Committee shall meet as and when the committee members deem appropriate and/or on receipt of written notice from the Board including with respect to filling in office of Director of the Company.
- (ii) The Nomination Committee shall, as required by the Board, send notices to the Regular Members inviting them to submit their applications for the office of Director of the Company and scrutinize all such written notices received by the Company for making their recommendations. In scrutinizing and for making recommendations to the Board, the

Nomination Committee shall consider the following criteria of a candidate (who is a Regular Member) in addition to the other eligibility criteria set out under the Act and other factors that the Nomination Committee may deem fit:

- (I) Industry seniority,
- (II) Industry representation,
- (III) Regional representation on the Board,
- (IV) Gender and similar diversity considerations,
- (V) Track record as a volunteer to the Company,
- (VI) Five (5) years consecutive number of membership with the Company and CFA Institute, and
- (VII) Conflict of interest with objective of the Company and the candidate work /professional.

(iii) Upon reference made by the Board, the Nomination Committee shall also scrutinize the existing members of the Board and make recommendation to the Board in selection of Directors to the following positions on the Board:

- (I) President,
- (II) Vice-President,
- (III) Secretary, and
- (IV) Treasurer.

(iv) The decision of the Nomination Committee shall at all time be only recommendatory in nature to the Board and the Regular Members.

9.3. If vacancy is caused or is to be caused in the office of a Director, then the Board shall inform and require the Nomination Committee to send notices to the Regular Members inviting them to submit their applications for the office of Director of the Company along with the following information and other documents required under the Act including in prescribed form consent to act as a director and declaration that he is eligible for appointment as a director of a company under the Act:

- (a) Full Name,
- (b) Age,
- (c) CFA Institute membership number and date of admission,
- (d) Five (5) years consecutive number of membership with the Company and CFA Institute,,
- (e) Professional qualification,
- (f) Year of grant of CFA Designation, and
- (g) Professional experience.

9.4. On receipt of applications from the Regular Members for the office of Director of the Company as mentioned above, the Company shall forward all of them to the Nomination Committee. The Nomination Committee shall scrutinize all such applications received by the Company as mentioned in Article 9.2(b)(ii) above.

- 9.5. On completion of the scrutiny as above, the Nomination Committee shall submit its recommendation to the Board for its consideration. Thereon, the Board shall cause to serve individual notices on the Regular Members through electronic mode to such Regular Members who have provided their email addresses to the Company for communication purposes or any other permitted mode in writing to all other Regular Members, if any. The Board shall in the said notices inform the Regular Members of *amongst others*, the recommendations of the Nomination Committee for appointment of Director of the Company, that the Regular Members are free to withdraw their application (even though they are not by law/statutorily required to do so) for the office of Director of the Company and that the Regular Members are free to cast their votes as they deem fit and are not obliged to act as per the recommendations of the Nomination Committee.
- 9.6. Subject to applicable provisions of the Act, at the scheduled General Meeting, all valid proposals/applications for candidature as a Director of the Company received by the Company and not withdrawn by the applicants till date of issuance of the notice calling the General Meeting, shall be put to vote, by ballot, of the Regular Members and accordingly the Director shall be appointed by the Company in the General Meeting. The candidate receiving the highest votes in his favour shall be appointed as a Director on the Board for term of three (3) years. If the number of vacancies caused on the Board is more than one, then based on rankings (from highest to lowest) of the candidates receiving highest votes in their favour shall be appointed as Directors on the Board for term of three (3) years. In case of more than one candidate receiving equal highest votes in their favour, then the Chairperson shall determine the elected Director(s) by following draw of lots i.e. the names of candidates receiving equal highest votes in their favour shall be written on separate chits of papers and closed, these closed chits of papers shall be shuffled and the Chairperson shall in the presence of the Vice-President, Secretary and the Treasurer pick one (or more as applicable) chit(s) and the name(s) of candidate(s) on the selected chit(s) shall be deemed to be the elected Director(s).

10. GROUNDS OF VACATION OF OFFICE OF A DIRECTORS

The office of a Director shall become vacant in case:

- 10.1. he incurs any of the disqualifications specified in Section 164 of the Act;
- 10.2. he absents himself from all the meetings of the Board of Directors held during a period of twelve (12) months with or without seeking leave of absence of the Board;
- 10.3. he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;

- 10.4. he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of Section 184 of the Act;
- 10.5. he becomes disqualified by an order of a court or a Tribunal;
- 10.6. he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six (6) months;
- 10.7. he is removed in pursuance of the provisions of the Act;
- 10.8. he is removed in pursuance of the provisions Section 169 of the Act; and/or
- 10.9. he, having been appointed a Director by virtue of his holding any office or other employment in the holding, subsidiary or associate company, ceases to hold such office or other employment in that company.

Provided that the office shall not be vacated by the Director in case of orders referred to in Articles 10.5 and 10.6,

- (a) for thirty (30) days from the date of conviction or order of disqualification;
- (b) where an appeal or petition is preferred within thirty (30) days as aforesaid against the conviction resulting in sentence or order, until expiry of seven (7) days from the date on which such appeal or petition is disposed of; or
- (c) where any further appeal or petition is preferred against order or sentence within seven (7) days, until such further appeal or petition is disposed of.

11. CASUAL VACANCY ON THE BOARD

Notwithstanding provisions of Article 9 above, the Board shall have the power to appoint any person, other than a person who fails to get appointed as a Director in a General Meeting, as an additional Director at any time who shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

12. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY, OR CHIEF FINANCIAL OFFICER

Subject to the provisions of the Act and these Articles,

- 12.1. A Chief Executive Officer, Manager, Company Secretary, or Chief Financial Officer may be appointed by the Board on such terms and upon such conditions as it may think fit; and any Chief Executive Officer, Manager,

Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board.

12.2. A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

12.3. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

13. REGISTERS

The Company shall cause to be kept and maintain all the applicable statutory registers in accordance with the provisions of the Act at the registered office of the Company or any other place as may be decided by the Board from time to time.

14. ANNUAL ACCOUNTS AND BALANCE SHEET

14.1. Placed before Annual General Meeting

At every Annual General Meeting of the Company, the Board shall place before the Company a Statement of Expenditure for the financial year and a Balance Sheet containing a summary of the assets and liabilities of the Company for the financial year and every such Balance Sheet shall, as required by the provisions of the Act, be accompanied by a report (to be attached thereto) of the Directors and auditors containing such information as may be prescribed by the Act.

14.2. Form and contents of Balance Sheet and Statement of Expenditure

Every Balance Sheet and Statement of Expenditure of the Company shall give a true and fair view of the state of affairs of the Company as at the end of the financial year and shall, subject to the provisions of the Act, be in the forms as set out in the Act, or as near thereto as circumstances admit.

14.3. Authentication of Balance Sheet, Statement of Expenditure and other documents

Every Balance Sheet and every Statement of Expenditure of the Company shall be signed by two (2) Directors one of whom shall be the President. The Balance Sheet and the Statement of Expenditure shall be approved by the Board of Directors before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the auditor for their report thereon. The auditor's report shall be attached to the Balance Sheet or there shall be inserted

at the foot of the Balance Sheet and Statement of Expenditure a reference to the report.

14.4. Copies of Balance Sheet, Statement of Expenditure and Auditor's Report shall be filed with the Registrar

After the Balance Sheet and the Statement of Expenditure have been laid before the Company at an Annual General Meeting, copies thereof signed by the Director or Secretary or as required by the Act shall be filed with the Registrar together with the requisite returns in accordance with the requirements of the Act and all documents which are required by the Act to be annexed or attached to such Balance Sheet or Statement of Expenditure.

15. AUDIT AND AUDITORS

15.1. Audit of Accounts

Once at least in every year the accounts of the Company shall be audited by one or more auditor or auditors appointed by the Regular Members of the Company pursuant to the provisions of the Act.

15.2. Remuneration of Auditors

The remuneration of the auditors of the Company shall be fixed by the Company in General Meeting except that the remuneration of any auditor appointed to fill casual vacancy, may be fixed by the Board and where his appointment has been made by the Central Government it may be fixed by the Central Government.

16. INDEMNITY AND RESPONSIBILITY

16.1. Subject to the provisions of the Act, every Director of the Company or Officer (whether President, Vice-President, Secretary, Treasurer or other Officer) or employee of the Company shall be indemnified by the Company and it shall be the duty of the Board to pay out of the funds of the Company all costs, losses and expenses (including travelling expenses) which any such Director, Officer or employee may incur or become liable to by reason of any contract entered into or act or deed by him as such Director, Officer or Employee or in any way in the discharge of his duties.

16.2. Subject as aforesaid, every Director or Officer or employee of the Company shall be indemnified against any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is given to him by the Court.

17. GENERAL AUTHORITY

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, to carry out such transaction as have been permitted by the Act without there being any separate / specific Article in that behalf herein provided.

We, the several persons whose names and address are subscribed, are desirous of being formed into a company, in pursuance of this Articles of Association.

Names, Addresses and Descriptions of Subscribers

Name, Address and Occupation of the Subscribers	Witness
<p>Sd/- Sunil Singhania S/o Banwarilal V-1/404, Sunder Nagar, S.V. Road, Malad (W), Mumbai-64 Occupation : Service</p> <p>Sd/- Amit Lodha S/o Mr. Chandra Singh Lodha 104 B Vicky Apartments, Next to Tata Press Prabhadevi, Mumbai-400 025 Occupation : Investment Analyst</p> <p>Sd/- K.V.Unni S/o Mr. P.M.Menon 202, Beach Queen J.P. Road, Versova, Andheri West, Mumbai-400 061 Occupation: Service</p> <p>Sd/- Rohit Rebello S/o Aubery Rebello Auroville, Nr Brahman Vidyalaya, 265 Cherai, Thane-400601 Occupation: Bank Manager</p> <p>Sd/- Kazi Arif-Uz Zaman S/o Mr. K. Arshad-Uz Zaman 202-B, Vintage Pearl Apt, Plot 80, 29th Road, TPS-III, Bandra (W), Mumbai-400050 Occupation : Banking</p> <p>Sd/- Amitabh Chakraborty S/o Hari Sadhan Chakraborty Flat 52, Namrata, 16th Road, Khar (West), Mumbai 400052 Occupation : Investment Analyst</p> <p>Sd/- Ravi G. Anandalwar S/o S.A. Gopalkrishna Flat No.6, Usha Swapna, Seven Bungalows, Mumbai 400 061 Occupation : Chartered Accountant</p>	<p>Witness for 1 to 7</p> <p>Sd/ Jigyasa V. Singhi D/o V. N. Singhi Practicing Company Secretary A-60/1220, Azad Nagar, Veera Desai Road, Andheri (W), Mumbai 400 053</p>

Dated this 21st day of March 2005

Place : Mumbai.