

THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
(Incorporated under the companies Act, 1956)

## Memorandum of Association

Of

# STYLAM INDUSTRIES LIMITED

- I. The name of the Company is STYLAM INDUSTRIES LIMITED.
- II. The Registered Office of the Company shall be situated in the Union Territory of Chandigarh.
- III. The Objects for which the Company is established are.
  - (A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE AS FOLLOWS.
    1. To manufacture, buy, sell, import, export and carry on the business of Laminates of all kinds. Decorative and Industrial boards, sheets, Plywood, sunmica, wood panels, veneered and unveneered adhesives, straw products, flush doors and of furniture and all sorts of Timber, glass, & other articles, things and ingredients which can conveniently be used further for manufacture of or in connection with all such articles and things as aforesaid and to carry on business of trading, manufacturing, import, export & distributors of acrylic solid surface and any other ancillary activity related do this.
    2. To carry on the business of manufacturers, moulders sellers, repairs, makers, converters, importers, exporters, merchants, buyers, sellers and dealers in all kinds and forms of Board, sheets, Paper, Sunmica, Paper moulded products, plastics moulded products, including sheets, boxes, trays, containers.
    3. To carry on the business of manufacturers, moulders, sellers, repairs, importers, exporters, of sun mica Laminates Board Trays, P.V.C. Bakelite, fibre, glass etc.
    4. To carry on the business of all types of contractors engineers, planners, designers & moulders.
    5. To carry on the business of developing, maintaining and operating of Special Economic Zones or other Export Promotion Parks, software Technology Park, electronic Hardware Parks, Bio-Technology Parks and other industrial parks either individually or as joint venture with any company / firm / individual/ consultant whether local or foreign.
    6. To acquire by purchase, exchange lease, transfer or otherwise howsoever, the land for buildings necessary for carrying out any of the objects of the company.
  - (B) OBJECTS ANCILIARY OR INCIDENTAL TO THE ATTAINMENT OF MAIN OBJECTS ARE AS UNDER:
    1. To buy, sell manufacture, refine, manipulate, import, export and deal both wholesale and retail in commodities, substances, apparatus articles and things of kinds capable of being or which can conveniently be dealt in the company in connection with any of its objects.

2. To enter into partnership or into any arrangements for sharing profits, amalgamation, union of interest or co-operation, joint-venture, reciprocal concession or otherwise with any company, firm or persons carrying on or engaged in or about to carry on, or engage in, or any business, or transaction with this company is authorised to carry on or engage in, or any business, undertaking or transaction which may seem capable of being conducted so as directly or indirectly to benefit this Company or to amalgamate with any Company having objects altogether or in part similar to those of this Company and to guarantee the contracts of or otherwise assist any such persons, Company or firm.
3. To purchase, take on lease to otherwise to acquire land, and to purchase, construct, erect or set up buildings, factories, works; godowns and premises, and to buy and set up, repair, alter and deal in plants, machinery apparatus, tools and implements, furniture and fixture, and material and articles of all kinds which are capable of being used for the purpose of any business herein mentioned or needed or likely to be required by customer of such business.
4. To set up branch offices, agencies, depots and showrooms, mills, workshops, laboratories and ractories in or outside India for the purpose of the business of the Company.
5. To acquire and take over as going concern the business, which this Company is authorised to carry on or engage in or wholly or partly of a similar nature or capable of being conducted so as directly or indirectly to beneficial to the Company.
6. To open account or accounts with any Bank or Banks of every kind including overdraft accounts and to pay and endorse cheques and to withdraw moneys from such accounts and to close all or any account as be considered necessary from time to time for the business of the Company.
7. To pay out of Company's funds the costs and expenses in connection with all matters preliminary and incidental to the formation, promotion and incorporation of the Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company in India or in any other country.
8. To take or otherwise acquire and hold shares in any other Company (having objects altogether or in part similar to those of this Company) or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
9. To take on lease or otherwise for the purpose of the Company land, buildings, structures and other rights and interests in the real estate and to let on lease or otherwise dispose of land, rights and other interests in the real property belonging to the Company and to undertake the payments of rents and performance of all covenants and conditions and agreements contained in or assigned to or by otherwise required by the Company.
10. To enter into any agreement with any Government or Authorities (Municipal, Local or otherwise) that may seem conducive to the Company's objects, or any of them, and to obtain from any such Government or authorities any rights, privileges and concessions which the Company may think desirable to obtain in connection with the business and to carry out, exercise and comply with any such arrangements, privileges and concessions in or outside India.

11. To invest and with the money of the Company not immediately required in such manner as may from time to time be determined.
12. To borrow, raise or secure the payment of money, subject to provision of section 58-A, of the Companies Act, 1956 and rules made thereunder to receive money on deposit or borrow raise or secure the payment of money at interest, for any of the purpose of the Company and at such manner as may be thought fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise including debentures of debenture stock convertible into shares in this Company or perpetual annuities and as security for any such money so borrowed, raised or received or of any part of such debenture or debentures stock, so issued to mortgage, pledge, or charge the whole or any part of the property, assets or revenue or profits of the Company present and future including its uncalled capital by special assignments or otherwise or to transfer, to convey the same absolutely and to give tender power to sale and other powers as may deem expedient and to purchase, redeem or pay off any such securities provided that the Company shall not do banking business as defined in the Banking Regulation Act, 1949 & rules thereunder.
13. To adopt such means of making known the goods and products and the business of the Company as may seem expedient and in particular by advertisement in the press by circulars, by publication of Books and periodicals and by granting prizes, rewards and donation.
14. To make advances and allow credit to customers and other with or without security and upon such terms as the Company may approve in connection with its business. However the Company will not be entitled to carry on the business of Banking in any such case.
15. To apply for, purchase or otherwise, acquire any patents, brevets inventions, licences, and the like conferring any exclusive or non exclusive limited rights to use any secret or other information concession as to any invention which may seem calculated directly or indirectly to benefit the Company in the attainment of its objects, and to use, exercise, develop or grant licence in respect of or otherwise turn to account the property, rights or information so acquired
16. To expend money in experimenting upon and testing and improving or securing any process of processes, copyrights, patents or protecting any invention or inventions or copyrights which the Company may acquire or deal with in connection with its business.
17. To enter into arrangements with foreign collaborators for financial and or technical assistance and for the purpose of sale and purchase of plant and machinery for the purposes of the Company.
18. To pay for any property or rights acquired by the Company either in cash or fully partly paid up share and remunerate for services rendered by any person or firm with or without preferred or rights in respect of dividend or payments of capital or otherwise, or by any securities which the deferred Company has power to issue or partly in one mode and partly in another mode and generally on such terms as the Company may determine.
19. To procure the Company to be registered, or otherwise duly constituted if necessary or advisable according to the law of any country.
20. To remunerate any person, firm or employees for services rendered, directly or indirectly on profit sharing basis either in cash or by issue of shares to them or otherwise, and if though fit to include participation in the control and management of the Company's business either by conferring the right to nominate one or more directors with or without special powers or otherwise.

21. To refer to arbitration and to institute, defend, compromise, withdraw or abandon any legal or other proceedings and claims, by or against the Company by or against its officers or otherwise concerning the affairs of the Company, subject to the provision of Companies Act, 1956.
22. To indemnify officers, directors, secretaries and servants of the Company against proceedings, cause damages claims and demands in respect of anything done by them for and in the interest of the Company or for any losses, damages or misfortune whatsoever, which shall happen in the execution of the duties of their office or in relation thereto.
23. To create any reserve fund, sinking fund, insurance fund, or any other special fund, whether for depreciation or for repairing, replacement, improvement, extension or maintenance of any of the property of the Company or for any other purpose conducive to the interests of the Company.
24. In the event of winding up to distribute among members in specie any property of the Company.
25. To do all such things as are incidental or conducive to the attainment of the above objects of any of them
26. To promote any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose, business, manufacturing or otherwise which may seem directly or indirectly calculated to benefit this Company in the attainment of its objects.
27. To transfer, in any way encumber, sell or otherwise dispose of or let for any term of years the whole or any part of the property, undertaking, business, goods or rights of this Company as a going concern.
28. To amalgamate with any other company having object altogether or in part similar to those of this Company.

**(C) OTHER OBJECTS :**

1. To work, erect, install, develop, maintain, repair, alter, add, extend, purchase, sell, exchange or otherwise deal in plant and machinery, spinning mills, weaving mills, or any other factory for pressing, ginning, preparing, combing, carding, scouring or mixing processing, spinning weaving, twisting, throwing, bleaching mercersing, printing, dyeing or finishing rayon staple-fibers, man-made or natural staple fibre, yarn, raw silk yarn, waste silk, nylon, man-made synthetic fibres cotton, flex, jute, hemp, wool, hessian linen or any other textile of fabric and material of any description and kind and to supply and sell to any person, firm or body corporate, whether in India or elsewhere technical information, know-how, processes engineering, manufacturing, and operating data plant layouts, blue-prints useful for the design, and operation of the plants and machinery.
2. To carry on the business of manufacturers, importers, exporters, buyers, sellers and dealers in Dry Batteries and Cell of all types and description and components including metal jackets, tops, bottoms, caps, zinc, pellets, carbon, rods, tin, cans, and such other accessories and materials directly required for the manufacture of Dry Batteries and Cells.
3. To buy, sell, import, export, manufacture, treat, prepare and deal in merchandise, commodities, machinery tools, goods and articles of all kinds and generally to carry on the business as manufacturers, merchants, contractors, importers and exporters.

4. To carry on business as road and pavement makers and repairs and manufactures of and dealers in lime, cement, mortar, concrete, stone bricks, and building materials of the kinds and as builders and contractors for the execution of work and buildings of all kinds in the constructions of which stone is required;
5. To erect, set up, construct, work, maintain, equip, improve or alter, assist in the erection, construction, working, maintenance, improvement or alteration in India or elsewhere or any mills, factories, plant and machinery, work, sidings, jetties, bridges, public works or conveniences of all kinds including railways, public building, canals, vessels boats, barges launches lorries, carts, wagons, carts and others works of conveniences and to the expenses of setting up, constructing, improving, maintaining and working of the same and to pull down, rebuild, repair any of the same.
6. To carry on all or any of the business of transport, cartage and haulage contractors, garage proprietor, owners and charters of road vehicles. Aircraft and ships, tugs, barges and boats of every description lightmen and carries of goods and passengers by road, rail, water or air cartmencartage, contractors and agents, forwarding transport and commission agents, customs agents, stevedores, warfingers cargo endrntssuperint packers haulers, ware-housemen, storekeepers and jobmasters.
7. To carry on all or any of the business of insurance agents, mercantile agents, and any kind of commercial, financial and agency business and the business of hire purchase and chitfund in all its branches according to law inforce.
8. To carry on the business of suppliers of plant, machinery and equipment, stores, gadgets, devices, contractions, instruments, spares and component and develop, acquire supply plants, drawing, estimates, project reports and know how, for industries, business companies services, public bodies and Government.
9. To cultivate press, prepare, process, buy, sell, export, distribute, trade, stock, barter, exchange, pledge, make advances upon, speculate enter into forward transaction or otherwise deal in seeds food grains, sugarcane, vegetables and forests, agricultural and natural products of all kinds and to manufacture and deal in oils and other products obtained from such produce and to develop farms and plantations for any of the above items and commodities or produce.
10. To carry on the business of engineers, chemists, researchers, technicians, designers, planners, advisors, purchasers, testers, erectors, managers, superintendents and contractors for all kinds of industries and business.
11. To carry on the business of iron and metal masters, steel and metal converters, stainless steel and metal makers, fabricators, smelters, manufacturers of tools and implements and iron and alloy and non-ferrous founders.
12. To make ready and/or forward contracts in shares, gold, silver, oils, oil cakes, soaps, powder and detergents, hessian of all kinds, or commodities and articles.
13. To undertake the custody and warehousing of merchandise goods and materials and to provide cold storage and other special storage facilities.
14. To carry on business as financiers, capitalists, commercial agents, mortgage brokers, financial agents and advisors subject to Reserve Bank of India Directors.
15. To undertake any advisory, secretarial, accountancy, clerical or similar work.
16. To act as stockists, commission agents, manufacturers, representatives or agents, selling and purchasing agents, distributors, brokers trustees, attorneys subject to the provision of the Companies Act, 1956, transfer agents for any other Company, firm, corporation or person.

17. To carry on the business of the mechanical structural, electrical and general engineers and to own establish, erect, buy, take on lease or otherwise acquire, run, superintend, control and manage, engineering workshops, foundries factories and mills for the manufacture of machinery, plants, tools implements, spares, accessories, metal castings and ingots of all or any kinds as may be acquired in connection with the Company's business or the supply or contracts jobs undertaken by the Company.
18. To carry on the business of general printers, lithographers, stereotypers, electrotypers, photographic printers, photo-lithographers, engravers, die sinkers, envelope manufactures, book binders, account book manufacturers, machine rules and numerical printers.
19. To cultivate, grow, produce or deal in any vegetable products, vegetable oil and to carry on the business of dairymen, milk contractors, dairy farmers, millers, purveyors and vendors of milk, cream cheese, butter, poultry and provision of all kinds growers of and dealers in corn hay and straw, seedmen, nurseryman and to buy, sell and trade in any goods usually traded in any of the above businesses or any other business associated with farming which may be advantageously carried on by the Company.
20. To promote companies, associations, without limited liability, and to take or otherwise acquire and hold shares and debentures in such company or association or any other Company carrying on business in India or elsewhere whether promoted by the Company or not, and so take part in management, supervision, and control of business or operation of any company or undertaking and for that purpose to appoint any director, trustee, accountant or agent.
21. To carry on business as designers, manufacturers, assemblers, repairers to contract for, buy, sell, let out on hire and generally to deal in automobiles of all types and all motors, engines agricultural tractors and implements and other allied goods, material parts and accessories or equipments
22. To manufacture, buy, sell, exchange, alter, repair and or otherwise deal in either as principals, or agent, all types of automobiles, cars, trucks, motor cycles, scooters, auto cycles, and deal in machinery, part, accessories and fittings of all kinds for all articles and things referred to above.
23. To carry on business as timber merchants, sawmills proprietors, and timber-growers and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds and so far as may be deemed expedient, the business of general merchants and to buy, clear plant and work timber estates.
24. To carry on business of manufactures of and dealers in Boots, Chappals, Sandals, clogs, all kinds of footwear and leathers synthetic and similar goods, lasts, boot trees, laces, buckles, leggings, boot polishes, hosiery and all accessories and fitting.
25. To carry on business of manufactures, producers, refiners, developers, dealers in all kinds of materials, chemicals substance and products, whether natural or artificial including in particulars, but, without limitation, plastics, resins and goods and articles made from the same and components intermediates derivatives and by-products thereof.
26. To carry on business of hotel, restaurant, cafe, beer-house refreshment room & lodging house-keeper, licenced vicuallers wine, beer and spirit merchants, importers and manufacturers of acrated and artificial waters and other drinks and purveyors caterers for amusement generally.
27. To carry on the business of manufacture, fabricators, importers, buyers, sellers, dealers and traders of wrist watches, watch cases, watch dials, straps and other watch parts of all types and description.

IV The liability of the members is limited.

V The Authorised Share Capital of the Company is Rs. 9,70,40,000/- (Rupees Nine Crores Seventy Lakhs Forty Thousand only) divided into 1,94,08,000 Equity Shares of Rs. 5/- (Rupees Five only) each with the power to increase, decrease, sub-divide and consolidate the same.

We, the several persons whose names and addresses are given hereunder subscribe and are desirous of being formed into a Company in pursuance of this Memorandum of Association and we, respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

S. No.	Name, address, description and occupation of subscribers	Number of equity shares taken by each subscriber	Signature of Subscribers	Names, address and description of witness
1.	N.R. Aggarwal S/o Norata Ram 166, Sector 7 Panchkula (Business)	10	Sd/-	
2.	Jagdish Gupta S/o Sh. N. R. Aggerwal 166, Sector 7 Panchkula (Business)	10	Sd/-	Sd/- (Sumit K. Sood) S/o Late. Sh. Hans Raj Sood 143 Sector 7, Panchkula (Chartered Accountant)
3.	Satish Gupta S/o Sh. N. R. Aggarwal 166, Sector 7 Panchkula (Business)	10	Sd/-	
		30		

Date.....28th.....

Day of October..... 1991

Place : Chaudigarh

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**(Incorporated under the Companies Act, 1956)**

**ARTICLES OF ASSOCIATION**  
**OF**  
**STYLAM INDUSTRIES LIMITED**

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the annual general meeting of the Company held on 29<sup>th</sup> Day of September 2017 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

**TABLE 'F' EXCLUDED**

1. (i) The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
- (ii) The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

**INTERPRETATION**

2. (i) In these Articles —
  - (a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.
  - (b) "Articles" means these articles of association of the Company or as altered from time to time.
  - (c) "Board of Directors" or "Board", means the collective body of the directors of the Company.
  - (d) "Company" means Stylam Industries Limited.
  - (e) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
  - (f) "Seal" means the common seal of the Company.
  - (g) "Capital" means the Share Capital, for the time being raised or authorized to be raised, as the case may be, for the purpose of the Company.
  - (h) "Auditor Report" means a report prepared by the Auditor in addition to the Audited Statement of Accounts of the Company and placed before the members at the Annual General Meeting of the Company for approval.
- (ii) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.

### SHARE CAPITAL AND VARIATION OF RIGHTS

3. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
  4. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.
  5. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
    - (a) Equity share capital:
      - (i) with voting rights; and / or
      - (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
    - (b) Preference share capital
  6. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide –
    - (a) one certificate for all his shares without payment of any charges; or
    - (b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.
  - (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
  - (iii) 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.
7. A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.
8. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.

9. The provisions of the foregoing Articles relating to issue of certificates shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
10. (i) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.
  - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.
  - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
11. (i) 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 the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.
  - (ii) To every such separate meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply.
12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights 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* therewith.
13. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
14. (i) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to –
  - (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
  - (b) employees under any scheme of employees' stock option; or
  - (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
 (ii) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

#### LIEN

15. (i) The Company shall have a first and paramount lien –
  - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

- (b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company: Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.
  - (ii) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.
- 16. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made—
  - (i) unless a sum in respect of which the lien exists is presently payable; or
  - (ii) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.
- 17. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. Purchaser to be registered holder
  - (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
  - (iii) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
  - (iv) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.
- 18. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
  - (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
- 19. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.
- 20. The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities including debentures of the Company.