

64. Subject to Section 205A of the Act, the Directors may retain the dividends payable upon shares in respect of which any person under the transmission clause is entitled to become a member or in respect of which any person under that clause is entitled to transfer until such person shall become a member in respect thereof or shall duly transfer the same.
65. All the dividends on any share not having a registered owner entitled to require payments of and competent to give a valid receipt for the same shall remain in suspense until some competent person is registered as the holder of the share and all the dividend remaining unpaid shall be dealt within the manner as provided under Section 205A of the Companies Act, 1956.

XV. CAPITALISATION OF PROFITS

66. The Company in General Meeting may upon the recommendation of the Board, resolve subject to the provisions of the Act : —
- (a) (i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account or otherwise available for distribution.
 - (ii) that such sum be accordingly set free for distribution in the manner specified in clause (b) among the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
 - (b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in the Act, whether in or towards :—
 - (i) Paying up any amounts for the time being unpaid on any shares held by such members respectively.
 - (ii) Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (iii) below.
 - (iii) paying up in full, unissued shares of the Company to be allotted and distributed, and credited as full paid up, to and amongst such members in the proportion aforesaid.

XVI. WINDING UP

67. If the Company shall be wound up and the Assets available for distribution among the members as shall be insufficient to repay the whole of the paid up capital, such assets shall be divided amongst the members in proportion of the capital paid up or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively and if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital or the capital paid up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the paid-up capital at the commencement of the winding up or ought to have been paid on the shares held by them respectively. But this clause is without prejudice to the rights of the preference shares, if any, and shares issued upon special terms and conditions.

XVII. MEMBERS

68. Every person who is subscriber to the Memorandum and Articles and or who intends to be or becomes a member of the Company shall, subject to the provisions of any Law in force, be bound by the provisions of Memorandum and Articles of the Company and any matter of dispute arising between the Company and any such person as regards mutual rights, obligations or otherwise shall be subject to the jurisdiction of the court having jurisdiction over the registered office of the company in respect to the disputed matter.

XVIII. INDEMNITY

69. Every Director, Manager, Auditor or officer of the Company or any person (whether an officer of the Company or not) employed by the Company shall be indemnified out of the funds of the Company against any liability incurred by him as such Director, Manager, Auditor or Employee in defending any proceeding 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 Section 633 of the Act in which relief is granted to him by the court.

Registration No. of Company 21-78564
Nominal Capital Rs 10,00,000/-

THE COMPANIES ACT, 1956
FORM NO. 32

Filing Fee Rs 300/-

Particulars of appointment of Directors and Manager and changes among them

[Pursuant to Section 303 (2)]

Name of Company M/S PLASTO PACKAGING PRIVATE LIMITED

Presented by Mrs. Kavita Bhattacharjee Director

Note: If a Company has particulars to be included in one or two of the heading 'A', 'B' and 'C' the parts containing those headings (in respect of which the company no particulars to be included need not be filled)

A. Appointment of and changes among Directors

Name or names and surname in full (1)	Father's / Husband's Name (2)	Usual residential Address (3)	Nationality (4)	Date of appointment of changes (5)	Brief particulars of changes (6)
Sri Ashit Bhattacharjee	Late Ajit Bhattacharjee	88 Ganguly Bagan East Road Calcutta-700086	INDIAN	01-08-2000	Resigned w.e.f. 01-08-2000
Sri Nabani Ranjan Purkait	Sri Bhupendra Nath Purkait	Village - Banitala P.O. Patra Diamond Harbour 24 Parganas (South) West Bengal	INDIAN	01-08-2000	Appointed As An Additional Director

- Notes: 1) A note of changes should be made in column 6 e. g. by inserting the name of new director etc. the words "In place of " and by indicating against the name of the former director, the cause for change e. g. by death, resignation retirement, rotation, disqualification, etc.
- 2) In case of meaning Director, his designation should be stated with his name in Column (1)

Appointment of and Changes in Management and Secretaryship

Name of person and surname in full (1)	Father's / Husband's Name (2)	Usual residential Address (3)	Nationality (4)	Date of appointment of changes (5)	Brief particulars of changes (6)								
<p align="center">DEPARTMENT OF COMPANY AFFAIRS ROC CASH COUNTER RECEIPT OFFICE OF THE REGISTRAR OF COMPANIES</p> <p>REC. NO.: _____ REG. NO.: _____</p> <table border="1"> <thead> <tr> <th>TYPE OF DOCUMENT</th> <th>MODE OF PAYMENT</th> <th>DATE OF DOCUMENT</th> <th>AMOUNT RS.</th> </tr> </thead> <tbody> <tr> <td colspan="4"> <p align="center">TOTAL N: NORMAL FEE A: ADDITIONAL FEE COMPUTER SUPPORT BY INDUSTRY DIVISION N.I.C</p> </td> </tr> </tbody> </table>						TYPE OF DOCUMENT	MODE OF PAYMENT	DATE OF DOCUMENT	AMOUNT RS.	<p align="center">TOTAL N: NORMAL FEE A: ADDITIONAL FEE COMPUTER SUPPORT BY INDUSTRY DIVISION N.I.C</p>			
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Dated the Eleventh day of August 19 2000

NOTES : (1) For the purpose of the particulars of a person appointed as manager within the meaning of the section 2 (24) of Companies Act, 1956 need be given.

(2) A note of change as also the cause of change e. g by death, resignation removal, disqualification etc. should be started in Column (5).

India Forms Centre 9, India Exchange Place (Ground floor) Back side of Bank of America, Cal-1. Ph-220-5210/1815

For PLASTO PACKAGING, INC. LTD
K. Bhattacharyya
 Signature
Director
 Designation