

# **UNIVERSAL CABLES LIMITED**

**(A COMPANY LIMITED BY SHARES)**

**(Corporate Identification Number : L31300MP1945PLC001114)**

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## **Memorandum And Articles of Association**

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**Company No. 10-01114**

*(Section 18(3) of Companies Act, 1956)*

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

The UNIVERSAL CABLES LIMITED having by Special resolution altered the provisions of its Memorandum of Association with respect to the place of the registered office by changing it from the State of West Bengal (Calcutta) to the State of Madhya Pradesh and such alteration having been confirmed by an order of the High Court at Calcutta bearing date the 16.11.71.

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

Given under my hand at Gwalior this 19th day of January, One thousand nine hundred and SEVENTY TWO Saka Twenty ninth Pausa One thousand eight hundred and ninety three.



**Sd/- Mahesh Prasad  
Registrar of Companies  
Madhya Pradesh, Gwalior  
19.1.72**

**Company No. 12162**

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT OF CHANGE OF NAME**

In the office of the Registrar of Companies, West Bengal.  
(Under the Companies Act, 1956 (1 of 1956))

In the matter of \*Hindusthan Woollen Mills Ltd.  
+1913

I hereby certify that Hindusthan Woollen Mills Limited which was originally incorporated on 6th day of March, 1945 under the Indian Companies Act, 1913, and under the name Hindusthan Woollen Mills Limited, having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto in the Ministry of Commerce and Industry, Department of Company Law Administration through letter No. RD/DP/180-(21) of Regional Director, Company Law Administration, Calcutta, dated 11.5.1961 the name of the said Company is this day changed to UNIVERSAL CABLES LIMITED and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Calcutta this Fifteenth day of May, 1961 (One thousand nine hundred sixty-one).



**Sd/- B.K. CHATTERJEE**  
**Asstt. Registrar of Companies,**  
**West Bengal.**

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Notes :- \* Here give the name of the Company as existing prior to the change.  
+ Here give the name of the Act(s) under which the Company was originally registered and incorporated.

**Company No. 1114**

Name of the Company : Universal Cables Limited

**CERTIFIED COPY OF THE CERTIFICATE OF  
COMMENCEMENT OF BUSINESS**

**CERTIFICATE FOR COMMENCEMENT OF BUSINESS**

(Pursuant to Section 103(2) of the Indian Companies Act, 1913)

I, hereby, certify that the Hindusthan Woollen Mills Limited, which was incorporated under the Indian Companies Act, 1913, on the Sixth day of March, 1945 and which has this day filed a duly verified declaration in the prescribed form that the conditions of Section 103(1) (a) to (d) of the said Act, have been complied with, is entitled to commence business.

Given under my hand at Calcutta this Twentieth day of April, One thousand nine hundred and forty five.



**Sd/-  
Asstt. Registrar of Joint Stock Companies,  
Bengal.**

Certified copy issued on : 27.12.1979

## **CERTIFICATE OF INCORPORATION**

**No. 12162/474 of 1944-45.**

I HEREBY CERTIFY THAT Hindusthan Woollen Mills Limited is this day incorporated under the Indian Companies' Act, VII of 1913, and that the Company is limited.

Given under my hand at Calcutta this sixth day of March, One Thousand Nine Hundred and Forty Five.



**Sd/- K.C. DUTT**  
**Assistant Registrar of Joint**  
**Stock Companies, Bengal.**

# MEMORANDUM & ARTICLES OF ASSOCIATION

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**MEMORANDUM OF ASSOCIATION**  
**OF**  
**UNIVERSAL CABLES LIMITED**  
**(A COMPANY LIMITED BY SHARES)**



1. The Name of the Company is "UNIVERSAL CABLES LIMITED".<sup>1</sup>
2. The Registered Office of the Company will be situated in the State of Madhya Pradesh.<sup>2</sup>
3. **A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**<sup>3</sup>
  - (1)<sup>4</sup> (a) To carry on the business of manufacturers of and dealers in wires, cables, and lines of all kinds including A.C.S.R. and all aluminium and copper conductors, electricians and electrical engineers, contractors and manufacturers of and dealers in tramways, electric and other apparatus, mechanical and chemical engineers and in all apparatus and things required for or capable of being used in connection with the generation, accumulation, distribution, supply and employment of electricity or other energy for lighting, heating, sound and power or any of them, compressed air, gas, steam, oil or any of them or otherwise.
  - (b) To carry on the business of manufacturers of Bitumen, India rubber, gutta-percha, or any other water proofing or insulating materials and to manufacture and sell all articles to which any such material can besupplied.
- (2) To carry on the business of an electric light and power Company in allits branches and in particular to laydown, construct and carry out all necessary cables, wires, lines, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purposes of light, heat, motive power or otherwise and to carry on the business of mechanical engineers, electricians and manufacturers of and dealers in all apparatus and things required for or capable of being used in connection with such business.

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1 The original name of the Company HINDUSTHAN WOOLLEN MILLS LIMITED was changed to UNIVERSAL CABLES LIMITED, by a Special Resolution passed on 22<sup>nd</sup> March, 1961. Approval of the Central Government received vide letter No. RD/DP/180-(21) dated 11<sup>th</sup> May, 1961. Fresh Certificate of Incorporation granted by the Registrar of Companies, West Bengal on 15<sup>th</sup> May, 1961.

2 The Registered Office of the Company was changed to the State of Madhya Pradesh from the state of West Bengal by a Special Resolution passed on 20<sup>th</sup> May, 1970 and confirmed by an order of the Calcutta High Court dated 16<sup>th</sup> November, 1971.

3. Title substituted vide Special Resolution dated 18<sup>th</sup> August, 2020.

4. Inserted vide Special Resolution passed on 22<sup>nd</sup> March, 1961 and confirmed by an order of the Calcutta High Court dated 25<sup>th</sup> April, 1961.

- (2A)<sup>5</sup> To carry on the business of manufacture, produce, process, buy, sell, import, export and otherwise deal in all kind of Optic Fibre, Optical Fibre Cables, Jelly Filled Telephone Cables, Co-Axial Cables including Power Cables, Telecommunication Cables, all kind of Preform of Silica Rods, Silica Rods and Tubes, Quartz Rods and Tubes, Fibre Reinforced Plastic (FRP) Rods, Cable Filling/Flooding Compound, Aramid Yarn, Colouring Inks, Oils, Chemicals, heat shrinkable sleeves, all gases, UV resins, all other raw materials required for manufacture of all kinds of Optic Fibre, Optical Fibre Cables and Jelly Filled Telephone Cables including parts, connectors and accessories thereof.
- (2B)<sup>5</sup> To carry on business of manufacture, produce, process, sell, buy, import, export and repair of all type of Testing Equipments for all kind of cables and conductors including Optic Fibre, Optical Fibre Cables, Jelly Filled Telephone Cables and also Testing Equipments for Optical Fibre System and Optical Fibre Transmission, distribution networks, Transmission Networks such as Line Terminal Equipment, Multiplexers, Opto-Electronic Instruments, Line Repeaters, Jointing and Terminating Equipment, Laser Device, Light Emitting Device, Testing and Measuring Equipments and design, installation, erection, laying, commissioning, transport and undertake turnkey projects for manufacturing, installing, laying, commissioning of Fibre Optic System, electrical transmission and distribution networks or provide consultancy for installing, laying and commissioning thereof.
- \*(3)<sup>6</sup> To carry on the business of leasing and Hire purchase finance and to provide on lease or on hire purchase all types of Industrial and Office Plant, Equipment, Machinery, Vehicles and Buildings, Household appliances and equipments.
- \*(4)<sup>6</sup> To carry on business of manufacturing of Synthetic Rubbers, Engineering Plastics, ingredients of Detergents (LAB) and other allied products.
- \*(5)<sup>6</sup> To carry on business of manufacturing and processing of Steel, Alloy Steels and allied products and manufacturing of C.I. Sheets, Laminated Sheets, S.S. Sheets, H.R. Steels Sheet strip, C.R. Steel Sheet strips, S.S. strips, Deep drawing sheets, Forged and Cast items of Steels.
- \*(6)<sup>6</sup> To carry on the business of manufacturers, buyers, sellers, exporters and importers of all electric items viz. Fans, Exhaust Fans, Electric press, Heater, electric-oven and Hot-plates.
- \*(7)<sup>7</sup> To carry on the business of manufacturers, iron founders, dealers, stockists and importers and exporters of forgings, castings, stamping and treatment of all metals, machinery parts, moulds, press tools, jigs, fixtures, injections and compression moulding, steel products, automobile parts and spare parts.
- \*(8)<sup>7</sup> To carry on the trades or businesses of iron masters, steel makers, steel converts, colliery proprietors, coke manufacturers, miners, smelters, refiners, engineers, tinplate makers and iron founders, brass founders, boiler makers, millwrights, machinists and smiths in all their respective branches.

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5 Included pursuant to the Scheme of Amalgamation approved by the Shareholders of the Company in its meeting held on 22<sup>nd</sup> June, 2006 and confirmed by the High Court of Mumbai at Goa and High Court of Madhya Pradesh vide their Orders dated 18<sup>th</sup> August, 2006 and 25<sup>th</sup> August, 2006 respectively.

\* Renumbered vide Special Resolution dated 18<sup>th</sup> August, 2020.

6 Inserted vide a Special Resolution dated 27<sup>th</sup> February, 1986 and confirmed by an order of the Company Law Board, Western Region Bench, Bombay dated 24<sup>th</sup> November, 1987.

7 Inserted vide a Special Resolution dated 20<sup>th</sup> July, 2004 and registered by the Registrar of Companies, Madhya Pradesh, Gwalior on 27<sup>th</sup> August, 2004.

- \*<sup>(9)</sup><sup>7</sup> To carry on the business of manufacturers of or dealers in ferrous or non-ferrous metals, including iron and steel, aluminium, brass, tin nickel, special steels and their products.
- \*<sup>(10)</sup><sup>7</sup> To carry on the business of manufacturers, processors, buyers, sellers, importers and exporters of and dealers in, whether as principal or agents, phosphorous, chemicals, agrochemicals, bio-chemicals, heavy chemicals, petrochemicals, organic and inorganic chemicals, phosphates, plastics, alkalis, acids, drugs, tannins, essences, isinglass, colours, paints, glues, gums, pigments, varnishes, compounds, organic or heavy chemicals, mineral intermediates, proprietary articles of all kinds, laboratory re-agents, including any and all elementary substances and compounds thereof.
- \*<sup>(11)</sup><sup>7</sup> To cultivate, grow, produce, treat, process, store, import, export or otherwise deal in any manner in agriculture products including mushroom and button mushroom and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farms and vendors of milk and milk products, condensed milk and powder milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds, grower of and dealers in corn, hay and straw, seedsmen and nurserymen.
- \*<sup>(12)</sup><sup>7</sup> To carry on the business of designing, erecting, supplying, installation and commissioning of telecom cable networking systems on turnkey basis and to act as manufacturers, buyers, sellers, agents, distributors, dealers and importers of all kinds of passive components as well as active components like Layer 2/Layer 3 switches, media converters, router, optimux, digital cross connect, modems, multi service switches, SDH equipments and any other components whatsoever.
- \*<sup>(13)</sup><sup>7</sup> To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and/or dealers in all kinds of P.V.C. and plastic products and goods, including P.V.C. pipes, sheets, lining, conduit pipe and ancillary products, resins and high density polythene products.
- \*<sup>(14)</sup> To carry on the business of warehousemen and wharfingers.
- \*<sup>(15)</sup> To carry on the business of carriers by land, water or air.
- \*<sup>(16)</sup> To carry on business as Managing Agents, Selling Agents and Brokers of any Company, Concern, Firm or Persons.
- \*<sup>(17)</sup> To carry on the business of ship-owners in all its branches.
- \*<sup>(18)</sup> To carry on the business of underwriters or insurers of ships, goods or merchandise or other property.
- <sup>(19)</sup><sup>8</sup> To carry on the business of manufacturing, trading, importing, exporting or process assemble, repair or otherwise deal in various types of welding sets, generating sets, electric motors, engines, power capacitors of all specifications and types with or without APFC Panels or other components, equipments, electric switches, starters, plugs, panels, stabilizers, transformers, electric breakers, electric boards, electric-fittings, electric fixers, cables conductor accessories, ground wire accessories, bus bar accessories,

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\* Renumbered vide Special Resolution dated 18<sup>th</sup> August, 2020.

7 Inserted vide a Special Resolution dated 20<sup>th</sup> July, 2004 and registered by the Registrar of Companies, Madhya Pradesh, Gwalior on 27<sup>th</sup> August, 2004.

8 Inserted vide Special Resolution dated 18<sup>th</sup> August, 2020.

insulator hardware, transmission erection tolls and other electrical equipments.

- (20)<sup>8</sup> To plan, promote, generate, acquire by purchase in bulk, develop, distribute and accumulate power by wind, solar, hydro, thermal, atomic, biomass, coal, lignite, gas, ocean energy, geothermal or any other form by which energy, power can be produced and to transmit, distribute, sell and supply such power for captive consumption by the company and/or for consumption by the others.
- (21)<sup>8</sup> To carry on the business of design, manufacture, sell, trading, importing and exporting of all kinds and types of P.V.C. Insulated Cables, Enamel Wires, other Cables, Wires, Ropes and Cords including underground cables, insulated wires, sheathed wires, flexible cables, flexible wires and cables, power and control cables, XLPE FRLS Cables, Instrumentation Cables, Signaling and Quad Cables, covered conductors, bare conductors, Electron Beam Irradiation Cables, Avionics Cables, Structured Cables, Automotive Wire harness Solar Energy Cables, besides all types of power and Electrical cables, including but not limited to Low Voltage, Medium Voltage, High Voltage, Extra High Voltage, Undersea Cables, etc. and High Tensile Steel Wires, to be used for any purpose.
- (22)<sup>8</sup> To design, manufacture, test, assemble, erect, commission, repair, buy, sell, import, export, hire, exchange, alter or improve or otherwise deal in all kinds of engineering goods such as high, medium and low tension power transmission line polygonal poles, AAC/ACSR/GI conductors, lighting poles - decorative, conical, octagonal or stepped type, fixed platform type High Mast lighting system with lantern carriage head frames, lowering and raising winches, base hinged lowering and raising masts and its manually or electrically operated and hydraulically powered counter balances, mobile lighting masts, transmission towers, lattice masts, T.V. towers, railway electrification, structures, electric substation structures, cable trays, electrical junction boxes of any type and instruments, equipments, apparatus, machinery and all articles, goods and materials required for the purpose of are aillumination and for floodlighting or in connection with generation, distribution, supply of electricity or for any other purpose whatsoever.
- (23)<sup>8</sup> To undertake and execute in India or elsewhere any contracts for works involving the supply or use of any materials, machinery, skilled and unskilled labour and to carry out any ancillary or other works comprised in such contracts.
- (24)<sup>8</sup> To carry on the activity of Manufacturing, Trading, Turnkey solutions or projects, works contracts in or in relation to Defence, Security, Telecommunication networks including Optical Fibre Cables, Jelly filled Telephone Cables, Power Cables and Conductors and all other variants/ types of cables whether underground or overhead; FTTx Networks, Data Centre Networks, Traffic, Surveillance equipments including mobile, portable, tower monitoring system and Alarm system for residential, commercial and Institutional establishments including operation and maintenance in India or elsewhere including undertaking and executing



Engineering, Procurement & Construction (EPC) contracts or turnkey contracts and Engineering, Contracting, Operations & Maintenance and similar works in respect of any one or all of above.

- (25)<sup>8</sup> To carry on the business either individually or jointly with other undertaking(s) and companies or persons, subject to the laws in force, the business to design, produce, manufacture, fabricate, develop, process, import, export, purchase, sell, supply, exchange, distribute and to act as, stockists, distributors, licensors, manufacturers, importers, exporters, buyers, sellers, suppliers, vendors or otherwise deal in all kinds of equipments required for railways, defence, including but not limited to engineering equipments, electrical and electronic communication equipments, signaling equipments, security and surveillance equipments, network equipments, and transport vehicle components, components and spare parts used in railways, defence, and to undertake infrastructure projects including ICT projects in railways, defence.
- (26)<sup>8</sup> To carry on the business of manufacturers, sellers, repairers, hires, importers, exporters of, commission agents for, and dealers in all type of cable manufacturing machinery and all type of engineering products.
- (27)<sup>8</sup> To design, install, erect, lay, act, undertake and execute projects, Turnkey and other works in India and abroad and to give new entrepreneurs of industries as also those already established in industries, suggestions, advices or provide new techniques or improvement in the techniques and methods of production, utilisation of plant and machinery, procedures and inventory control and managements.
- (28)<sup>8</sup> To establish, own, run, manage and to carry on the business as manufacturers, producers, developers, traders, buyers, sellers, exporters, importers, operators, engineers, fabricators, contractors, sub-contractors, brokers, assemblers, packers, re-packers, jobbers, designers, laminators, merchants, resellers, dealers, distributors, converters, recyclers and/or in any other capacity in which the business may be carried on all kinds of goods used for the purpose of insulation of cables or for any other purpose wherein it can be used conveniently such as pipes, tubes, hoses, sprinklers, Polyethylene pipes for sprinkler irrigation system, drippers, accessories, fittings, HDPE material, PVC Compounds, elastomer compounds, engineering polymers, XLPE Compounds, Electron Beam Compounds & other Plastic/Rubber based Cable/Wire, Insulating & sheathing Compounds, moulding and extrusion and all other ancillary and auxiliary materials or derivatives or articles or things which can be made of by using rigid PVC, polythene, LDPE, HDPE, PP, LLDPE, plastic resins, plastic granules, polymers, monomers, polypropylene, thermoplastics, foam, adhesives, synthetic resins, emulsions, fiberglass, PVC Compound, PVC Dry blend, PVC Premix, Rubber and the like by whatever name called or their derivatives/mixtures and to do all incidental acts and things necessary for the attainment of the above objects.
- (29)<sup>8</sup> To engineer, procure, construct, manufacture, build, erect, install, repair, restore, operate, develop, promote, advise on, provide consultancy, research and develop, test, undertake, takeover, execute, deal in, trade, whether independently or in association with other(s) in any form, in India or elsewhere in the world, projects related to power transmission, power distribution,

sub-stations, generation stations, power houses, telecommunication systems (basic, cellular, paging, wireless, satellite based and others), railways, roads, highways, bridges, flyovers, buildings, structures, canals, airports, dams, docks, harbours, ports and any other projects directly or indirectly associated with infrastructure and infrastructure facilities, power plants (thermal - based on fuel like coal, naphtha, condensated/liquefied natural gas and other petro-products, mini & major hydel; pumped storage scheme, wind and non-conventional energy based), real estate, water, oil & gas and any kind of works or projects whatsoever on engineering, procurement, construction basis for and on behalf of government, semi-government, non-government organizations or bodies corporate or individuals or others.

- (30)<sup>8</sup> To undertake or carry on the business of building, setting up, promoting, designing, erection, construction, developing, dealing, renovation, demolition, reconstruction, installation, commissioning, maintaining, operating, furnishing, finishing, decoration, fabrication, surveying, investigation, testing, grouting, digging, excavation, repairing, altering, restoring of all types and natures of jobs including engineering, procurement, construction or commissioning (EPC) projects; infrastructure projects including light rail transit systems, mass rapid transit systems, via ducts, metro railways, railways, rail systems, hydro power projects, thermal power projects, wind power projects, solar power projects, biomass power projects, facilities for alternative energy sources, renewable energy systems, power plants, powerhouse whether surface or underground, underpass, transmission line(s) towers, telecommunication facilities, or any other public utilities of similar nature; information technology and software parks, business and industrial parks, convention & conference centers, hospitals, educational and institutional buildings, townships, housing colonies, research and development centers, sports complexes, warehouses, storage depots, training centers.
- (31)<sup>8</sup> To carry on in India or elsewhere the business of manufacturing, producing, processing, installing, preparing, extruding, rolling, rerolling, blending, coating, laying, insulating, packing, repacking, grading, warehousing, developing, repairing, buying, selling, trading, reselling, disposing, importing, exporting, dealing in and to act as an agent, broker, contractor, job worker, supplier, provider, collaborator, consignor, consultant, stockist, distributor, trader, clearing and forwarding agent or otherwise, in all characteristics, specifications, applications, descriptions and capacities of all types of wires, cables and conductors, made of copper, bronze, aluminum, steel, lead or any other metals (ferrous or non-ferrous), alloys, optical fibre, PVC or any optical fiber cables, enameled and super enameled cables, dry core cables, coaxial other materials or products, including solid, stranded, round, grooved stripes, flexible, cotton or silk braided, aluminum cables steel reinforced (ACSR), foam filled cables, cables, low voltage cables, high voltage cables, extra-high voltage cables, low tension cables, high tension cables, jelly filled cables, alphasable cables with seamless aluminum sheath covered with a second seamless skin of thermoplastic material, cab tyre-sheeted wires, long distance cables, lead covered cables, armoured or nonarmoured extra high tension shielded and belted power cables, bell wires, fuse wires, speciality cables, telecommunication cables, power cables, switch board cables, radio frequency cables, cables for PCM system, telephone handset



cords, computer cords, aerial self-supporting cables, jumper wires, drop wires, ribbon cables, control cables, instrumentation cables, signaling cables, telephonic cables, telegraphic cables, underground cables, underwater cables, winding wires, aircraft and ship wiring cables, signaling cables, cords, cables and wires required for electrical and electronic appliances, defence purpose, overhead lines, house installation, tramways, trolley busses, crane operation, communication purposes including satellite communications, laser beams, microwave, underwater communications, wireless signaling, whether insulated by rubber, plastic, paper, bitumen insulated, lead covered cables or any other material or not; cotton/paper covered conductors, lighting conductors, tinsel conductors, multi connectors, any kind of conduit; and all types of the materials, by-products, components, accessories, equipments including testing equipment used in or for any type of wires, cables and conductors and any other articles or instruments or things of character similar or analogous or allied to the foregoing or any of them or connected therewith.

- (32)<sup>8</sup> To undertake projects of rural and urban developments, growth enlightenment, social upliftment and others as are approved under the Income Tax Act, 1961 and bodies as are recognised under the Income Tax Act, 1961 subject to the applicable provision(s) of the Companies Act, 2013 and its amendments from time to time.
- \*(33) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with or independently of the aforementioned business or any of them or calculated directly or indirectly to benefit the Company.
- (34)<sup>8</sup> To engage in any lawful act or activity or business, or any act or activity or business to pursue all/any specific object or objects of the Company, as per the prevailing law for the time being in force.

**B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3A:-<sup>9</sup>**

- (1)<sup>10</sup> To acquire and work mines, plantations, forests, lands, licenses, leases and other rights and privileges.
- (2)<sup>10</sup> To purchase and hold in fee or on lease or otherwise and to make advances on any land or lands and to purchase, acquire, hire, hold, make and maintain roads, canals, watercourses, ferries, piers, wharves and other ways and to make, construct, purchase, acquire, hire, hold, improve, alter, manage, let, sell, exchange, barter and dispose of lands, leases, buildings, warehouses, works, railways sidings, tramways, ships, boats, aeroplanes, engines, machinery and apparatus whatsoever.
- (3)<sup>10</sup> To erect, acquire, work, use, barter, exchange and otherwise deal with such mills, factories, workshops, buildings, houses and erections as may be expedient and to purchase or put into working order such machinery and other accessories as may from time to time be expedient.

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8 Inserted vide Special Resolution dated 18<sup>th</sup> August, 2020.

\* Renumbered vide Special Resolution dated 18<sup>th</sup> August, 2020.

9 Title inserted vide Special Resolution dated 18<sup>th</sup> August, 2020.

10 Shifted from Clause 3 to Clause 3B-'Matters which are necessary for furtherance of the Objects specified in Clause 3A' vide Special Resolution dated 18<sup>th</sup> August, 2020.

- (4)<sup>10</sup> To enter into any contract or arrangement or other dealing for the more efficient conduct of the traffic or business of the Company or any part thereof.
- (5)<sup>10</sup> To purchase coal, timber, cattle, live-stock, salt, kerosene oil, plant, machinery, treasure, stores, goods and merchandise and to deal with and dispose off the same by sale or otherwise.
- (6)<sup>10</sup> To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorized to carry on or possessed of property suitable for the purpose of this Company.
- (7)<sup>10</sup> To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise or amalgamate with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being carried or conducted so as directly or indirectly to benefit this Company and to lend money to or guarantee the contracts of or otherwise assist any such person or company and to take or otherwise acquire shares and securities of any such Company or in any other Company having objects altogether or in part similar to those of this Company and to sell, hold, re-issue with or without guarantee or otherwise deal with same.
- (8)<sup>10</sup> To sell, let, exchange or otherwise deal with the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company and if thought fit to distribute the same among the shareholders of this Company.
- (9)<sup>10</sup> To purchase or otherwise acquire by cultivation or any other manner seeds and agricultural produce of any description whatsoever and to press or otherwise treat the same and prepare oil or other preparations therefore and to sell and barter such seeds and agricultural produce or otherwise dispose of oil and other products so prepared and also to work up any oil and products and other material into any form, shape or mark and to sell or otherwise dispose of the same.
- (10)<sup>10</sup> To construct, carry out, maintain, improve, manage, work, control and superintend any hats, markets, reservoirs, water works, tanks, bridges and works in connection therewith, hydraulic works, electrical works and factories, coolie lines and houses, bustees, villages and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute to subsidize or otherwise aid or take part in any such operations.
- (11)<sup>10</sup> To promote any other Company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (12)<sup>10</sup> To receive on deposit at interest or otherwise and to lend money or property on mortgage of immovable property or on hypothecation or pledge of movable property or without security to such person and on such terms as may seem expedient and in particular to customers of and persons having dealing with the Company.

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10 Shifted from Clause 3 to Clause 3B-'Matters which are necessary for furtherance of the Objects specified in Clause 3A' vide Special Resolution dated 18<sup>th</sup> August, 2020.

- (13)<sup>10</sup> To purchase or otherwise acquire any patents, brevets d'invention, licence, concessions, monopolies and the like conferring any exclusive or non-exclusive or limited right to use any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property and rights so acquired.
- (14)<sup>10</sup> To obtain provisional order or Act of Legislature or Parliament for enabling the Company to obtain all powers and authorities necessary or expedient to carry out or extent any of the objects of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which seem calculated directly or indirectly to prejudice the Company's interest.
- (15)<sup>10</sup> To enter into arrangements with the Government of India or any Provincial Government or with any authorities, municipal, local or otherwise or with any Rajahs, Zamindars, Landholders or other persons that may seem conducive to the Company's objects or any of them and to obtain from such Government or authority, Rajahs, Zamindars, Landholders, or other persons any rights, privileges and concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (16)<sup>10</sup> To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of Art or interest by publication of books and magazines or periodicals and by granting prizes, reward and donations.
- (17)<sup>10</sup> To establish, join, support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons or the public and to make payments towards insurance and to subscribe or guarantee money or pay a share of the profits for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- #(18)<sup>10</sup> To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing 'programme of rural development' shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development, and that the words 'rural area' shall include such areas as may be regarded as rural areas under Section 35 CC of the Income-Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in

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10 Shifted from Clause 3 to Clause 3B-'Matters which are necessary for furtherance of the Objects specified in Clause 3A' vide Special Resolution dated 18<sup>th</sup> August, 2020.

# Inserted vide a Special Resolution dated 26<sup>th</sup> September, 1978 and confirmed by an Order of the Company Law Board, Western Region Bench, Bombay dated 12<sup>th</sup> August, 1980.

order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divert the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions.

- (19)<sup>10</sup> To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Director may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carryout, promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organizing lecturers or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner.
- (20)<sup>10</sup> To distribute any of the property of the Company among the members in specie but so that no distribution amounting to a reduction in capital be made without the sanction of the Court if requisite.
- (21)<sup>10</sup> To open and operate on current or any account with a Bank or Banks or elsewhere and to overdraw and to make, accept, endorse, execute and issue Cheque, Promissory Notes, Bills of Exchange, Bills of Lading, Debentures and other negotiable or transferable instruments.
- (22)<sup>10</sup> To invest or deposit the moneys of the Company.
- (23)<sup>10</sup> To guarantee the performance of contracts.
- @(24)<sup>10</sup> To guarantee the payment of money secured by or payable under or in respect of debenture Bonds, Debenture stocks, Mortgages, Charges, Obligations and Securities of any Company or of any authority, Municipal, local or, otherwise or of any persons whomsoever whether corporate or incorporate and whether secured otherwise.
- (25)<sup>10</sup> To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, or debenture-stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (26)<sup>10</sup> To establish agencies or branches in India or elsewhere and to undertake the management of any Company or Companies having objects altogether or in part similar to those of this Company and to take all necessary steps for registering the Company in any country as may be thought fit.

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<sup>10</sup> Shifted from Clause 3 to Clause 3B-'Matters which are necessary for furtherance of the Objects specified in Clause 3A' vide Special Resolution dated 18<sup>th</sup> August, 2020.

@ Inserted vide a Special Resolution dated 28<sup>th</sup> December, 1955 and confirmed by an Order of the High Court dated 9<sup>th</sup> January, 1956 in Clause 3 of the Memorandum of Association.

- (27)<sup>10</sup> To manage, let, mortgage, sell, underlet or otherwise turn to account, dispose off, or deal with all or any part of the real or immovable and personal or movable property and rights of the Company whenever and however acquired.
- (28)<sup>10</sup> And generally to do and perform all such other acts and things as may in the opinion of the Directors or the Managing Agents of the Company for the time being be incidental or conducive to the attainment of the above objects or any of them.
- (29)<sup>11</sup> To purchase or acquire in and/or outside India, going concerns alongwith all their assets and liabilities on such terms and conditions as the Directors of the Company may agree upon.
- (30)<sup>11</sup> Subject to the provisions of Section 73 of the Companies Act, 2013 and other applicable provisions of the Act and directives of Reserve Bank of India to receive money on deposit or loan and borrow or raise or secure the payment of moneys in such manner as the Company shall think fit and in particular by the issue of debentures, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's properties or assets, movable or immovable, both present and future including its uncalled capital and also by a similar mortgage or lien, to secure and guarantee the performance by the Company or any other person or Company, of any obligation undertaken by the Company as the case may be and to purchase or pay off any such securities.
- (31)<sup>11</sup> To vest any movable or immovable property, rights or interest acquired by or received or belonging to the Company in any person or persons or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
- (32)<sup>11</sup> Subject to the provisions of Section 40 of the Companies Act, 2013, to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (33)<sup>11</sup> To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or Superannuation, provident, family pension or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are or were at any time directors or officers of the Company or of any such other Company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company

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10 Shifted from Clause 3 to Clause 3B-'Matters which are necessary for furtherance of the Objects specified in Clause 3A' vide Special Resolution dated 18<sup>th</sup> August, 2020.

11 Inserted vide Special Resolution dated 18<sup>th</sup> August, 2020.

or of any such other Company as aforesaid and make payments to or toward the insurance of any such persons as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.

- (34)<sup>11</sup> To procure the Company to be registered, incorporated or recognised in or under the laws of any place/country outside India and to discharge all acts, obligations and profession of the Company with utmost responsibility and to the best of its capability.
- (35)<sup>11</sup> To distribute amongst the members in specie or kind any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of its winding up.
- (36)<sup>11</sup> To employ agents or experts to investigate and examine the conditions, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, properties or rights.
- (37)<sup>11</sup> To become member of other bodies of persons and associations, including societies, clubs and Companies limited by guarantee, whether formed for profit or non-profit making or other activities.
- (38)<sup>11</sup> To create any depreciation funds, reserve fund, insurance fund, sinking fund, or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company by way of Development Rebate Reserve or for redeemable preference shares or for any other purpose conducive to the Interests of the Company.
- (39)<sup>11</sup> Subject to the provisions of the Section 52 of the Companies Act, 2013, to place to reserve, or to issue bonus shares among the members or otherwise to apply, as the Company may from time to time think fit, any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and moneys arising from the issue by the Company of forfeited shares.
- (40)<sup>11</sup> To undertake Corporate Social Responsibility ("CSR") activities in terms of the provisions of the Companies Act, 2013 and Rules made there under or in such other manners as the Company deems fit.
- (41)<sup>11</sup> To do all or any of the above things as principals, agents, contractors, trustees, insurers or otherwise and either along or in conjunction with others. And it is hereby declared that the word "Company" in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority or partnership or other body of persons whether incorporated or not and whether domiciled in India or elsewhere; and the intention is that the objects set forth in each of the several paragraphs of this clause shall have the widest possible construction and shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraphs of this clause or the name of the Company.

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11 Inserted vide Special Resolution dated 18<sup>th</sup> August, 2020.



- 4<sup>12</sup> The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the number of shares held by them :-
- 5 The Capital of the Company is ₹ 45 Crores<sup>13</sup> divided into 445 lakhs equity shares of ₹ 10/- each and 50 thousand preference shares of ₹ 100/- each with power to subdivide, consolidate and increase, and with power from time to time to issue any share of the original capital or any new capital with and subject to any preferential, deferred, qualified or special rights, privileges, or conditions as may be thought fit, and upon the sub-division of a share to apportion the right to participate in profits in any manner as between the shares resulting from such sub-division. The rights attached to the preference shares shall be such as may be determined by the Directors of the company at the time of issue thereof.

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12 Clause 4 amended vide Special Resolution dated 18<sup>th</sup> August, 2020.

- 13 At an Extra ordinary General Meeting of the Company held on the 22<sup>nd</sup> March, 1961, the Authorised Share Capital of the Company was raised to ₹ 5,00,00,000. The following Special Resolution was passed :

"RESOLVED that the Share Capital of the Company be increased to ₹ 5,00,00,000 (Rupees Five Crores) by the creation of 20 lakhs new Ordinary Shares of ₹ 10/- each and 1 lakh new Preference Shares of ₹ 100/- each with powers to the Directors to issue the said ordinary and Preference Shares with such rights, privileges or conditions attached thereto as they may decide and that the conditions contained in the Company's Memorandum of Association be altered accordingly."

At the Annual General meeting of the Company held on the 17<sup>th</sup> September, 1980, the Authorised Share Capital of the Company was raised to ₹ 8,00,00,000. The following Ordinary Resolution was passed :

"RESOLVED that the Authorised Share Capital of the Company be increased from ₹ 5 Crores to ₹ 8 Crores by creation of further 30,00,000 Ordinary Shares being Equity Shares of ₹ 10/- each and that the conditions contained in the Company's Memorandum of Association be altered accordingly."

At the Annual General Meeting of the Company held on the 25<sup>th</sup> July, 1986, the Authorised Share Capital of the Company was raised to ₹ 20,00,00,000. The following Ordinary Resolution was passed:

"RESOLVED that the Authorised Share Capital of the Company be increased from ₹ 8 Crores to ₹ 20 Crores by creation of further 1,20,00,000 Ordinary Shares of ₹ 10/- each which will rank pari-passu in all respects with the existing Ordinary Shares and the conditions contained in the Company's Memorandum of Association be altered accordingly."

At an Extra-Ordinary General Meeting of the Company held on the 30<sup>th</sup> November, 1994, the Authorised Share Capital of the Company was raised to ₹ 25,00,00,000. The following Ordinary Resolution was passed :

"RESOLVED that the Authorised Share Capital of the Company be increased from ₹ 20 Crores to ₹ 25 Crores by creation of further 50,00,000 Equity Shares of ₹ 10/- each which will rank pari-passu in all respects with the existing Equity Shares and the conditions contained in the Company's Memorandum of Association be altered accordingly."

Through Postal Ballot (including e-Voting) the following ordinary resolution was passed on 24<sup>th</sup> March, 2015 for increasing the Authorised Share Capital to ₹ 45,00,00,000/- :

"RESOLVED that pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the Authorised Share Capital of the Company be and is hereby increased from ₹ 25 Crores divided into 2,45,00,000 (Two Crores Forty Five Lakhs)

Equity Shares of ₹ 10/- each and 50,000 (Fifty Thousand) Preference Shares of ₹ 100/- each to ₹ 45 Crores divided into 4,45,00,000 (Four Crores Forty Five Lakhs) Equity Shares of ₹ 10/- each and 50,000 (Fifty Thousand) Preference Shares of ₹ 100/- each, by creation of additional 2,00,00,000 (Two Crores) Equity Shares of ₹ 10/- each, ranking pari-passu in all respect with the existing Equity Shares of the Company."



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

Signatures, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber	Signatures, Addresses and Descriptions of Witnesses
M.P. Birla, Merchant, 8, Royal Exchange Place, Calcutta.	40	
T.C. Saboo, Merchant, Birlapur, 24 Parganas.	10	
K.D. Goenka, Service, 52, Queensway, New Delhi.	10	
K.C. Khanna, Service, 8, Royal Exchange Place, Calcutta.	10	S.L. Khatri, Service, 8, Royal Exchange Place, Calcutta.
S.P. Agarwal, Service, 43-2B, Paddopukur Road, Calcutta.	10	
R.K. Chhaocharia, Service, 8, Royal Exchange Place, Calcutta.	10	
Gangadhar Makharia, Service, 8, Royal Exchange Place, Calcutta.	10	
<b>Total</b>	<b>100</b>	

*Date the 6<sup>th</sup> day of March, 1945*

**ARTICLES OF ASSOCIATION**  
**OF**  
**UNIVERSAL CABLES LIMITED**  
*(A COMPANY LIMITED BY SHARES)*



The following regulations comprised in these Articles of Association were adopted pursuant to Special Resolution passed by the Members of the Company in its 75<sup>th</sup> Annual General Meeting dated 18<sup>th</sup> August, 2020, 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**

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|----|------|--|---|
| 1. | (i)  | The regulations contained in the Table 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except expressly made applicable in these Articles or by the said Act.   | <i>Table 'F' not to apply</i>                   |
|    | (ii) | The regulations for the management of the Company and 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. | <i>Company to be governed by these Articles</i> |

**Interpretation**

- |    |     |   |                       |
|----|-----|---|-----------------------|
| 2. | (i) | Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which the Articles become binding on the Company.<br>The marginal notes hereto are inserted for convenience and shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith. | <i>Interpretation</i> |
|    | (a) | "Act" means the Companies Act, 2013 or any statutory modification, amendments 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.  | <i>"Act"</i>          |
|    | (b) | "Articles" means these Articles of Association of the Company or as altered from time to time.  | <i>"Articles"</i>     |

(c)	"Authorised Capital" or "Nominal Capital" has the meaning given to it under section 2(8) of the Act.	<i>"Authorised Capital" or "Nominal Capital"</i>
(d)	"Beneficial Owner" shall mean the beneficial owner as defined in Clause (a) of Subsection (1) of Section 2 of the Depositories Act, 1996.	<i>"Beneficial Owner"</i>
(e)	"Board of Directors" or "Board", means the collective body of the Directors of the Company.	<i>"Board of Directors" or "Board"</i>
(f)	"Capital" means the share capital for the time being raised or authorised to be raised for the purposes of the Company.	<i>"Capital"</i>
(g)	"Chairperson" means the Chairman/Chairperson of the Company for the time being of the Company.	<i>"Chairperson"</i>
(h)	"Committee" means any committee of the Board of Directors of the Company formed as per requirements of the Act or for any other purpose as the Board may deem fit.	<i>"Committee"</i>
(i)	"Company" means Universal Cables Limited.	<i>"Company"</i>
(j)	"Company Secretary" or "Secretary" means a Company Secretary as defined in clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 (56 of 1980) who is appointed by a Company to perform the functions of a Company Secretary under the Act.	<i>"Company Secretary" or "Secretary"</i>
(k)	"Dividend" includes any interim dividend.	<i>"Dividend"</i>
(l)	"Debenture" includes debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the Company or not.	<i>"Debenture"</i>
(m)	"Dematerialization" means the process by which the Security holder of a Company can get physical Securities certificate converted into electronic balances in his/her account maintained with the participant of a Depository and the expression "Dematerialize" or "Dematerialized" shall be construed accordingly.	<i>"Dematerialization"</i>
(n)	"Depositories Act" means the Depositories Act, 1996 and shall include any statutory modification, amendment or re-enactment thereof for the time being in force.	<i>"Depositories Act"</i>
(o)	"Depository" shall mean a Depository as defined in Section 2(1)(e) of the Depositories Act, 1996.	<i>"Depository"</i>
(p)	"Independent Director" means an Independent Director referred to in sub-section (6) of Section 149 of the Act and SEBI Listing Regulations to the extent applicable.	<i>"Independent Director"</i>
(q)	"Managing Director" means a director who, by virtue of the Articles of a Company or an agreement with the Company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the Company	<i>"Managing Director"</i>

and includes a director occupying the position of Managing Director, by whatever name called.

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|------|--|--|
| (r)  | "Members" or "Shareholders" means the subscribers to the Memorandum of Association of the Company and duly registered shareholders/members holding shares of the Company whose name is entered in the Register of Members of the Company and shall include in case of shares held by a Depository, the Beneficial Owner(s) whose names are recorded as such with the Depository. | <i>"Members" or<br/>"shareholders"</i> |
| (s)  | "Month" means the English Calendar month.  | <i>"Month"</i>                         |
| (t)  | "Office" means the Registered Office for the time being of the Company   | <i>"Office"</i>                        |
| (u)  | "Person" means any natural person, sole proprietorship, partnership, limited liability partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).   | <i>"Person"</i>                        |
| (v)  | "Postal Ballot" means voting by post or through any electronic mode or through any other mode as may be permitted under applicable Law.  | <i>"Postal Ballot"</i>                 |
| (w)  | "Promoters" shall have same meaning assigned by Section 2(69) of the Act.  | <i>"Promoters"</i>                     |
| (x)  | "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or poll and includes attorney duly constituted under the power of attorney in accordance with the applicable Law.   | <i>"Proxy"</i>                         |
| (y)  | "Register of Members" means the Register of Members kept pursuant to Section 88 of the Companies Act, 2013.  | <i>"Register of<br/>Members"</i>       |
| (z)  | "Registrar" means the Registrar of the Companies of the State where the Registered Office of the Company is situated.  | <i>"Registrar"</i>                     |
| (aa) | "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Companies Act, 2013 and notified from time to time.  | <i>"Rules"</i>                         |
| (ab) | "Securities" means the Securities as defined in Clause (h) of Section 2 of Securities Contract (Regulation) Act, 1956.   | <i>"Securities"</i>                    |
| (ac) | "SEBI" means Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992 (15 of 1992).  | <i>"SEBI"</i>                          |
| (ad) | "SEBI Listing Regulations" mean the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.  | <i>"SEBI Listing<br/>Regulations"</i>  |
| (ae) | "Seal" means the Common Seal of the Company for the time being.  | <i>"Seal"</i>                          |

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| (af)  | "Year" means the calendar year and "financial year" shall have the meaning assigned by section 2(41) of the Companies Act, 2013.  | <i>"Year"</i>                     |
| (ii)  | Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender. | <i>"Number" and "Gender"</i>      |
| (iii) | "In Writing" and "Written" include printing, lithography and other modes of representing or reproducing words in a visible form.  | <i>"In Writing" and "Written"</i> |

### **Share Capital and Variation of Rights**

- |      |   |   |  |      |  |                               |  |                               |     |                          |  |  |
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| 3.   | The Authorised Share Capital of the Company shall be such amount and be divided into such shares, as may be mentioned in Clause 5 of the Memorandum of Association of the Company, from time to time with such rights, privileges and conditions attached thereto as may be provided by the Company and with powers to the Company as permitted by the Act and applicable Law to increase, reduce or modify the said Capital and divide the shares of the Company into several classes and attach thereto preferential, qualified or special rights, privileges, or conditions as may be determined by the Company subject to provisions of the Act and other applicable Law, and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may for the time being be provided by the Articles of the Company and allowed by applicable Law. | <i>Authorised Capital</i>                             |  |      |  |                               |  |                               |     |                          |  |  |
| 4.   | 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 deem fit.  | <i>Shares under control of Board</i>                  |  |      |  |                               |  |                               |     |                          |  |  |
| 5.   | 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.  | <i>Board may allot shares otherwise than for cash</i> |  |      |  |                               |  |                               |     |                          |  |  |
| 6.   | <div style="margin-left: 20px;">           (i) The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:           <table border="0" style="margin-left: 20px;"> <tr> <td style="vertical-align: top;">(a)</td> <td>Equity share capital:               <table border="0" style="margin-left: 20px;"> <tr> <td style="vertical-align: top;">(i)</td> <td>with voting rights;</td> </tr> <tr> <td style="vertical-align: top;">(ii)</td> <td>with differential rights as to dividend, voting or otherwise in accordance with the Rules; and</td> </tr> </table> </td> <td style="vertical-align: top;"><i>Kinds of Share Capital</i></td> </tr> <tr> <td style="vertical-align: top;">(b)</td> <td>Preference share capital</td> <td></td> </tr> </table> </div>                                  | (a)   | Equity share capital: <table border="0" style="margin-left: 20px;"> <tr> <td style="vertical-align: top;">(i)</td> <td>with voting rights;</td> </tr> <tr> <td style="vertical-align: top;">(ii)</td> <td>with differential rights as to dividend, voting or otherwise in accordance with the Rules; and</td> </tr> </table> | (i)  | with voting rights;  | (ii)                          | with differential rights as to dividend, voting or otherwise in accordance with the Rules; and | <i>Kinds of Share Capital</i> | (b) | Preference share capital |  |  |
| (a)  | Equity share capital: <table border="0" style="margin-left: 20px;"> <tr> <td style="vertical-align: top;">(i)</td> <td>with voting rights;</td> </tr> <tr> <td style="vertical-align: top;">(ii)</td> <td>with differential rights as to dividend, voting or otherwise in accordance with the Rules; and</td> </tr> </table>  | (i)   | with voting rights;  | (ii) | with differential rights as to dividend, voting or otherwise in accordance with the Rules; and | <i>Kinds of Share Capital</i> |  |                               |     |                          |  |  |
| (i)  | with voting rights;   |   |  |      |  |                               |  |                               |     |                          |  |  |
| (ii) | with differential rights as to dividend, voting or otherwise in accordance with the Rules; and  |   |  |      |  |                               |  |                               |     |                          |  |  |
| (b)  | Preference share capital  |   |  |      |  |                               |  |                               |     |                          |  |  |

- (ii) The Company may issue debentures or any other Securities as may be permissible by applicable laws.
  - (iii) The Company may convert any kind of securities into another kind of security in accordance with the provisions of the applicable laws.
7. (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 (unless otherwise provided under any other applicable Act/Rules/Regulations) 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 not exceeding as prescribed under the Act/Rules for each certificate after the issuance of the first certificate.
- (ii) Every certificate shall specify the shares to which it relates and the amount paid up thereon and shall be signed by two Directors or by a Director and the Company Secretary, wherever the Company has appointed a Company Secretary.
- Issue of certificate*
- Certificate to be signed and bear seal if any*
- Provided that the common seal shall be affixed in the presence of the persons required to sign the certificate.
- (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.
- One certificate for shares held jointly*
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 such prescribed fees for each certificate, not exceeding as prescribed under the Act/Rules.
- Issue of new certificate in place of one defaced, lost or destroyed*
- 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.
- Option to receive share certificate or hold shares with depository*
9. The provisions of the 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.
- Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.*

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| 10. | Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (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. | <i>Company not bound to recognize any interest in share other than that of registered holders</i> |
| 11. | In case of transfer of Shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996 as amended from time to time or any Rules, Regulations, bye-laws framed thereunder shall apply.   | <i>Shares held in electronic and fungible form</i>  |
| 12. | (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.   | <i>Power to pay commission in connection with securities issued</i>                               |
|     | (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.   | <i>Rate of commission in accordance with Rules</i>  |
|     | (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.   | <i>Mode of payment of commission</i>  |
| 13. | (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. | <i>Variation of members' rights</i>   |
|     | (ii) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.   | <i>Provisions as to general meetings to apply mutatis mutandis to each meeting</i>                |
| 14. | 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.   | <i>Issue of further shares not to affect rights of existing members</i>                           |
| 15. | 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.  | <i>Power to issue redeemable preference shares</i>  |
| 16. | The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to -   | <i>Further issue of share capital</i>   |



- (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.

A further issue of shares may be made in any manner whatsoever as the Board may determine from time to time, subject to and in accordance with the Act and the Rules.

*Mode of further issue of shares*

### **Issue of Debentures**

17. (i) Subject to the applicable provisions of the Act and other applicable Law, debentures, debenture-stock or other securities may be at a discount, premium or otherwise and may be issued on that condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the general meeting, appointment of Directors and otherwise. Debenture with the Right to conversion into or allotment of shares shall be issued only with the consent of the Company in the general meeting by a Special Resolution.
- (ii) The provisions of the Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for debentures (except where the Act otherwise requires) of the Company.

*Issue of Debentures*

*Provisions as to issue of certificates to apply mutatis mutandis to debentures.*

### **Lien**

18. (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:

*Company's lien on shares*

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.
- (iii) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.

*Lien to extend to dividends, etc.*

*Waiver of lien in case of registration*



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| 19. | The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien.   | <i>As to enforcing lien by sale</i>  |
|     | Provided that no sale shall be made :   |  |
|     | (a) unless a sum in respect of which the lien exists is presently payable; or   |  |
|     | (b) 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.  |  |
| 20. | (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.  | <i>Validity of sale</i>  |
|     | (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.  | <i>Purchaser to be registered holder</i>                                   |
|     | (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.  | <i>Validity of Company's receipt</i>                                       |
|     | (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.   | <i>Purchaser not affected</i>  |
| 21. | (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.  | <i>Application of proceeds of sale</i>                                     |
|     | (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.  | <i>Payment of residual money</i>   |
| 22. | 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. | <i>Outsider's lien not to affect Company's lien</i>                        |
| 23. | The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company (except where the Act otherwise requires).   | <i>Provisions as to lien to apply mutatis mutandis to debentures, etc.</i> |

## Calls on shares

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| 24. | (i) | The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal | <i>Board may make calls</i> |
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	value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.	
	(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.	<i>Notice of call</i>
	(iii) A call may be revoked or postponed at the discretion of the Board.	<i>Revocation or postponement of call</i>
25.	A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.	<i>Call to take effect from date of resolution</i>
26.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	<i>Liability of joint holders of shares</i>
27.	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board.	<i>When interest on call or instalment payable</i>
	(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.	<i>Board may waive interest</i>
28.	(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.	<i>Sums deemed to be calls</i>
	(ii) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	<i>Effect of non-payment of sums</i>
29.	The Board -	<i>Payment in anticipation of calls may carry interest</i>
	(a) May, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and	
	(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member: (a) any right to participate in profits or dividends; or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.	
30.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every	<i>Instalments on shares to be duly paid</i>

such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.

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| 31. | All calls shall be made on a uniform basis on all shares falling under the same class.<br><br><i>Explanation:</i> Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.   | <i>Calls on shares of same class to be on uniform basis</i>                 |
| 32. | Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. | <i>Partial payment not to preclude forfeiture</i>                           |
| 33. | The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company (except where the Act otherwise requires).  | <i>Provisions as to calls to apply mutatis mutandis to debentures, etc.</i> |

### Transfer of Shares

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| 34. | <p>(i) Subject to the provisions of the SEBI Listing Regulations, the instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.</p> <p>(ii) 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.</p>  | <i>Instrument of transfer to be executed by transferor and transferee</i> |
| 35. | <p>Subject to the provisions of Securities Contracts (Regulation) Act, 1956, as in force from time to time and the relevant provisions of the Act, the Board may, subject to the right of appeal conferred by the Act decline to register-</p> <p>(a) The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>(b) Any transfer of shares on which the Company has a lien.</p> <p>The registration of the transfer of a share shall be conclusive evidence of the approval by the Directors in favour of the transferee.</p> | <i>Board may refuse to register transfer</i>                              |
| 36. | <p>In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless -</p> <p>(a) The instrument of transfer is duly executed and is in the format as prescribed in the Rules made under the Act;</p> <p>(b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may</p>   | <i>Board may decline to recognise instrument of transfer</i>              |

reasonably require to show the right of the transferor to make the transfer; and

(c) The instrument of transfer is in respect of only one class of shares.

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| 37. | Notwithstanding any provisions contained in these Articles regarding issuance/deal-in/holding/transfer/transmission of shares, the provisions of the Depositories Act, 1996, as amended from time to time and the rules and regulations framed thereunder shall apply for holding/transfer/transmission of securities in electronic form.       | <i>Holding/Transfer/<br/>Transmission of<br/>securities in<br/>electronic form</i>                       |
|     | The Company shall keep the Register of Members and Register of Beneficial Owners in accordance with all applicable provisions of the Act and the rules and regulations framed thereunder with details of securities held in dematerialized form in any medium as may be permitted by applicable Law including in any form of electronic medium. |  |
| 38. | On giving of previous notice of at least seven days or such lesser period in accordance with the Act and Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:   | <i>Transfer of shares<br/>when suspended</i>   |
|     | Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in aggregate in any year.   |  |
| 39. | The transfer books of the Company shall be closed in a manner and at such time or times and for such periods as prescribed in accordance with the applicable provisions of the Act and Rules made thereunder.   | <i>Power to close<br/>transfer books</i>   |
| 40. | The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company (except where the Act otherwise requires).   | <i>Provisions as to<br/>transfer of shares<br/>to apply mutatis<br/>mutandis to<br/>debentures, etc.</i> |

#### **Transmission of Shares**

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| 41. | (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares. | <i>Title to shares on<br/>death of a member</i> |
|     | (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.   | <i>Estate of deceased<br/>member liable</i>     |
| 42. | (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either -                             | <i>Transmission<br/>Clause</i>                  |
|     | (a) To be registered himself as holder of the share; or  |   |
|     | (b) To make such transfer of the share as the deceased or insolvent member could have made.  |   |

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| (ii)    | The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.   | <i>Board's right unaffected</i>   |
| (iii)   | The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.  | <i>Indemnity to the Company</i>   |
| 43. (i) | If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.  | <i>Right to election of holder of share</i>                                       |
| (ii)    | If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.  | <i>Manner of testifying election</i>  |
| (iii)   | All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.  | <i>Limitations applicable to notice</i>   |
| 44.     | <p>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:</p> <p>Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.</p> | <i>Claimant to be entitled to same advantage</i>                                  |
| 45.     | The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company (except where the Act otherwise requires).   | <i>Provisions as to transmission to apply mutatis mutandis to debenture, etc.</i> |

### **Dematerialisation of Securities**

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| 46. (i) | Notwithstanding anything contained in these Articles and subject to the provisions of the Act, the Company shall be entitled to admit its shares, debentures and other securities for dematerialisation pursuant to the Depositories Act, 1996 and to offer its shares, debentures and other securities for subscription in dematerialised form. The Company shall further be entitled to maintain a Register of Members with details of Members holding shares both in physical and dematerialised form in any medium as permitted by law including any form of electronic medium. | <i>Dematerialisation of Securities</i> |
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| (ii)  | Except as ordered by a court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or where the name appears as the beneficial owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognise any benami trust or equitable, contingent, future or partial interest in any share, or (except only as provided herein in these Articles or otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles on the part of any other person whether or not it shall have express or implied notice thereof. No notice of any trust, express, implied or constructive shall be entered on the Register of Members or of debenture holders. | <i>Company not bound to recognise any interest in share other than that of registered holder or beneficial owner</i> |
| (iii) | Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.   | <i>Distinctive numbers of securities held in a depository</i>  |
| (iv)  | The Register and Index of beneficial owners maintained by a depository under the Depositories Act, shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.   | <i>Register &amp; Index of beneficial owners</i>   |

### Forfeiture of Shares

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| 47. | If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment. | <i>If call or instalment not paid notice must be given</i>                    |
| 48. | <p>The notice aforesaid shall:</p> <p>(a) Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and</p> <p>(b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.</p>   | <i>Form of notice</i>   |
| 49. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.  | <i>In default of payment of shares to be forfeited</i>                        |
| 50. | Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding   | <i>Receipt of part amount or grant of indulgence not to affect forfeiture</i> |



to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.

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| 51. | When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.  | <i>Entry of forfeiture in register of members</i>   |
| 52. | The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.  | <i>Effect of forfeiture</i>   |
| 53. | <p>(i) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.</p> <p>(ii) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it deems fit.</p>   | <p><i>Forfeited shares may be sold, etc.</i></p> <p><i>Cancellation of forfeiture</i></p>   |
| 54. | <p>(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.</p> <p>(ii) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.</p> | <p><i>Members still liable to pay money owing at the time of forfeiture</i></p> <p><i>Member still liable to pay money owing at time of forfeiture and interest</i></p> |
| 55. | The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.   | <i>Cesser of Liability</i>  |
| 56. | <p>(i) A duly verified declaration in writing that the declarant is a Director, the Manager or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;</p> <p>(ii) The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off;</p> <p>(iii) The transferee shall thereupon be registered as the holder of the share; and</p>   | <p><i>Certificate of forfeiture</i></p> <p><i>Title of purchaser and transferee of forfeited shares</i></p> <p><i>Transferee to be registered as holder</i></p>         |

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| (iv) | The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.  | <i>Transferee not affected</i>   |
| 57.  | Upon any sale, re-allotment or other disposal under the provisions of the present Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto. | <i>Cancellation of share certificate in respect of forfeited shares</i>                    |
| 58.  | The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.  | <i>Surrender of share certificates</i>   |
| 59.  | The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.   | <i>Sums deemed to be calls</i>   |
| 60.  | The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company (except where the Act otherwise requires).  | <i>Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.</i> |

### **Alteration of Capital**

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| 61. | Subject to the applicable provisions of the Act, the Company may, by ordinary resolution -  | <i>Power to alter share capital</i> |
| (a) | from time to time increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution;  |                                     |
| (b) | consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:   |                                     |
|     | Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the competent Tribunal on a prior application made in the prescribed manner. |                                     |
| (c) | convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;  |                                     |
| (d) | sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;  |                                     |
| (e) | 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.   |                                     |



62. Where shares are converted into stock:
- (a) The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:  
  
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;
  - (b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;
  - (c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/ "member" shall include "stock" and "stock-holder" respectively.
63. The Company may, by resolution as prescribed by the Act and subject to the approval of appropriate authority, reduce in any manner and in accordance with the provisions of the Act and the Rules,
- (a) its share capital; and/or
  - (b) any capital redemption reserve account; and/or
  - (c) any securities premium account.

#### **Joint Holders**

64. Where two or more persons are registered as joint holders (not more than four) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles :
- (a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
  - (b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

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| (c) | Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.  | <i>Receipt of one sufficient</i>   |
| (d) | Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such first person of all joint- holders shall be deemed service on all the joint-holders.   | <i>Delivery of certificate and giving of notice to first named holder</i>                        |
| (e) | <p>(i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof. All joint-holders of share(s) shall together be entitled to a single vote.</p> <p>(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.</p> | <p><i>Vote of joint-holders</i></p> <p><i>Executors or administrators as joint holders</i></p>   |
| (f) | The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.   | <i>Provisions as to joint holders as to shares to apply mutatis mutandis to debentures, etc.</i> |

### **Capitalisation of Profits**

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| 65. | <p>(i) The Company by such Resolution as prescribed under the Act, in general meeting may, upon the recommendation of the Board, resolve -</p> <p>(a) 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; and</p> <p>(b) That such sum be accordingly set free for distribution in the manner specified in clause (ii) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> | <i>Capitalisation</i>  |
|     | <p>(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii) below, either in or towards:</p> <p>(a) Paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(b) Paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</p>   | <i>Sum how applied</i> |

- (c) Partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).
  - (iii) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
  - (iv) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
66. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall - *Powers of the Board for capitalisation*
- (a) Make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
  - (b) Generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power - *Board's power to issue fractional certificate/ coupon etc.*
- (a) To make such provisions, by the issue of fractional certificates/ coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and
  - (b) To authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.
- (iii) Any agreement made under such authority shall be effective and binding on such members. *Agreement binding on members*

#### **Buy-back of Shares**

67. Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities. *Buy-back of shares*

#### **General Meetings**

68. All general meetings other than Annual General Meeting shall be called Extra-ordinary General Meeting. *Extra-ordinary General Meeting*
69. The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting and shall on requisition of Members made in compliance with applicable provisions of the Act, forthwith proceed to convene Extra-ordinary General Meeting of the Members. *Powers of Board to call Extra-ordinary General Meeting*

### Proceedings at General Meetings

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| 70. | (i)   | 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.   | <i>Presence of Quorum</i>   |
|     | (ii)  | No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.  | <i>Business confined to election of Chairperson whilst chair vacant</i>           |
|     | (iii) | The quorum for a general meeting shall be as provided in the Act.   | <i>Quorum for general meeting</i>   |
| 71. |       | The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.  | <i>Chairperson of the meetings</i>  |
| 72. |       | If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.  | <i>Directors to elect a Chairperson</i>   |
| 73. |       | If at any meeting, no Director is willing to act as Chairperson 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 members to be Chairperson of the meeting.   | <i>Members to elect a Chairperson</i>   |
| 74. |       | On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.  | <i>Casting vote of Chairperson at general meeting</i>                             |
| 75. | (i)   | The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by Postal Ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by Postal Ballot (unless otherwise prescribed under any other applicable Law) entries thereof in books kept for that purpose with their pages consecutively numbered. | <i>Minutes of proceedings of meetings and resolutions passed by postal ballot</i> |
|     | (ii)  | There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting -   | <i>Certain matters not to be included in Minutes</i>                              |
|     | (a)   | is, or could reasonably be regarded, as defamatory of any person; or  |   |
|     | (b)   | is irrelevant or immaterial to the proceedings; or  |   |
|     | (c)   | is detrimental to the interests of the Company.   |   |
|     | (iii) | The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.  | <i>Discretion of Chairperson in relation to Minutes</i>                           |
|     | (iv)  | The minutes of the meeting kept in accordance with the provisions of the Act and shall be evidence of the proceedings recorded therein.   | <i>Minutes to be evidence</i>   |

76. (i) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by Postal Ballot shall: *Inspection of minute books of general meeting*
- (a) be kept at the registered office of the Company; and
- (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.
- (ii) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees, not exceeding the limits prescribed by the Rules, with a copy of any minutes referred to in clause (i) above. *Members may obtain copy of minutes*
- Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
77. The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision. *Powers to arrange security at meetings*

### **Adjournment of Meeting**

78. (i) 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. *Chairperson may adjourn the meeting*
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. *Business at adjourned meeting*
- (iii) 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. *Notice of adjourned meeting*
- (iv) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. *Notice of adjourned meeting not required*

### **Voting Rights**

79. Subject to any rights or restrictions for the time being attached to any class or classes of shares - *Entitlement to vote on show of hands and on poll*
- (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 in proportion to his share in the paid-up equity share capital of the Company.

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| 80. | A member may exercise his vote at a meeting by electronic means in accordance with the applicable provisions of the Act and Rules made thereunder and shall vote only once.  | <i>Voting through electronic means</i>                                   |
| 81. | In accordance with the applicable provisions of the Act and Rules made thereunder, the Company may, in the case of resolutions relating to such business as may be prescribed and/or allowed from time to time, to be conducted by Postal Ballot, shall get any such business/resolutions passed by means of Postal Ballot (including e-Voting), instead of transacting the business in the general meeting of the Company.  | <i>Postal Ballot</i>   |
| 82. | <p>(i) 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.</p> <p>(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>   | <p><i>Vote of joint holders</i></p> <p><i>Seniority of names</i></p>     |
| 83. | A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.   | <i>How members non compos mentis and minor may vote</i>                  |
| 84. | Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.  | <i>Votes in respect of shares of deceased or insolvent members, etc.</i> |
| 85. | <p>(i) A body corporate (whether a company within the meaning of the Act or not) may, if it is a member of the Company, by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit, to act as its representative at any meeting of the members or at any meeting of any class of members of the Company in accordance with the applicable provisions of the Act. If such body corporate be a creditor (including a holder of debentures) of the Company, it may by resolution of the Board of Directors or other governing body, authorize such persons as it thinks fit, to act as its representative at any meeting of any creditor of the Company held in pursuance of the Act or of any rules made thereunder, or in pursuance of the provisions contained in any Debenture Trust Deed, as the case may be.</p> <p>(ii) A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy and by Postal Ballot) on behalf of the body corporate which he/she represents as that body could exercise as if it were an individual member, creditor or holder of debentures of the Company.</p> | <i>Representation of a body corporate</i>                                |



- (iii) Unless otherwise prescribed under any applicable provisions of the Act and Rules made thereunder, the production at the meeting of a copy of such resolution duly signed by at least one Director of such body corporate and/or by other duly authorized officer thereof and certified by him/her or them as being a true copy of the resolution may on production before the commencement of the meeting be accepted by the Company as sufficient evidence of validity of the appointment.
86. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. *Business may proceed pending poll*
87. 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 or in regard to which the Company has exercised any right of lien. *Restriction on voting rights*
88. A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken. *Restriction on exercise of voting rights in other cases to be void*
89. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class. *Equal rights of members*
- (a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected too is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. *Time for objections to votes*
- (b) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive. *Chairperson of the Meeting to be the judge of validity of any vote*

### **Proxy**

90. (i) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through substitute person appointed as a proxy on his behalf, for that meeting. *Member may vote in person or otherwise*
- (ii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised copy of that 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 poll; and in default the instrument of proxy shall not be treated as valid. *Proxies when to be deposited*
91. An instrument appointing a proxy shall be in the form as prescribed in the Rules made under applicable provisions of the Act. *Form of proxy*



92. 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, or the transfer of the shares in respect of which the proxy is given:

*Proxy to be valid notwithstanding death of the principal*

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **Board of Directors**

93. Subject to applicable provisions of the Act, until otherwise determined by the Company in general meeting, the number of Directors shall not be less than 3 (three) (unless otherwise prescribed under applicable provisions if any under other Act/Rules/Regulations) and shall not be more than 15 (Fifteen). The Board shall have such number of woman Director, as may be prescribed by any applicable Law and SEBI Listing Regulations, from time to time.
94. (i) The qualification shares of a Director shall be the holding in his own name solely or jointly with another or others and whether beneficially or as a trustee for another or others or otherwise howsoever of ordinary shares in the Company of the nominal value of ₹1000 (Rupees One Thousand only) on which all calls shall have been paid. An Ex-officio Director or an Alternate Director or a Nominee Director appointed pursuant to these presents shall not be required to hold any qualification shares.
- (ii) A Director who is required to hold qualification shares may act as a Director before acquiring such shares but must acquire the same within two months after his appointment or election.
95. (i) The Board shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of Directors by rotation.
- (ii) At every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation or if the number is not three or a multiple of three then the number nearest to one third shall retire from office. The Directors to retire at each Annual General Meeting shall be the Directors who shall have been longest in office since their last appointment. As between persons who became Directors on the same day, those who are to retire shall (in default of agreement between them) be determined by lot. For the purpose of this Article, a Director appointed to fill a vacancy under the provisions of these present Articles shall be deemed to have been in office since the date on which the Director, in whose place he was appointed, was last elected as a Director.

*Board of Directors*

*Qualification Shares*

*Time for the Directors to acquire qualification shares*

*Determination of retirement of Directors by rotation*

*Rotation of Directors*

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| 96. | (i)   | Subject to the applicable provisions of the Act and Rules framed thereunder, the Board of Directors may appoint Managing Director or the Whole-time Director of the Company on such terms and conditions as may be approved by the Board from time to time.   | <i>Appointment of Managing Director</i>                                    |
|     | (ii)  | The Managing Director shall not be liable to retire by rotation.  | <i>Managing Director not liable to retire by rotation</i>                  |
|     | (iii) | The same individual may, at the same time, be appointed as the Managing Director and Chief Executive Officer of the Company.  | <i>Same individual may be Managing Director and Chief Executive Office</i> |
|     | (iv)  | The Board of Directors may from time to time entrust to and confer upon the Managing Director for the time being, such of the powers exercisable under these Articles by the Board of Directors as they think fit, and may confer such powers for such time and to be exercisable for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of or in the substitution for all or any of the powers of the Board of Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers. Unless and until otherwise determined by the Board of Directors, the Managing Director may exercise all powers exercisable by the Board of Directors save such powers as by the Act or by these Articles shall be exercisable by the Board of Directors themselves. | <i>Powers of Managing Director</i>   |
| 97. | (i)   | The remuneration including Profit Related Commission or otherwise as permissible to the Directors including managerial remuneration shall be determined and paid in accordance with the applicable provisions of the Act and Rules framed thereunder.   | <i>Remuneration of Directors</i>   |
|     | (ii)  | The remuneration including Profit Related Commission or otherwise as permissible payable to the Directors, including any Managing or Whole-time Director or Manager, if any, shall be determined in accordance with and subject to the applicable provisions of the Act and Rules made thereunder and subject to any other applicable Act/Rules/Regulations and if required by way of requisite approval by the members of the Company.   | <i>Remuneration to require members' consent</i>                            |
|     | (iii) | The remuneration of the Directors shall, in so far as it consists of a Monthly payment, be deemed to accrue from day-to-day.  | <i>Monthly payment of remuneration</i>                                     |
|     | (iv)  | In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them -   | <i>Travelling and other expenses</i>                                       |
|     | (a)   | in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or  |  |
|     | (b)   | in connection with the business of the Company.   |  |

(v)	Every Director other than Managing Director/Whole-time Director shall be paid a sitting fee not exceeding the limits prescribed in the Companies Act, 2013 or any amendment thereof for each meeting of the Board or of any Committee thereof attended by him.	<i>Sitting Fees</i>
98.	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by a resolution determine.	<i>Execution of negotiable instruments</i>
99.	(i) Subject to the provisions of the Act, 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.	<i>Appointment of Additional Directors</i>
	(ii) 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 that meeting subject to the provisions of the Act.	<i>Duration of office of Additional Director</i>
100.	(i) The Board may appoint an Alternate Director to act for a Director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an Alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of the Act.	<i>Appointment of Alternate Director</i>
	(ii) An Alternate Director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.	<i>Duration of office of Alternate Director</i>
	(iii) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director.	<i>Re-appointment provisions applicable to Original Director</i>
101.	(i) If the office of any Director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	<i>Appointment of Director to fill a casual vacancy</i>
	(ii) The Director so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated.	<i>Duration of office of Director appointed to fill casual vacancy</i>
102.	(i) Subject to the applicable provisions of the Act and Rules framed thereunder and applicable provisions, if any, under other Act/Rules/Regulations, requisite number of Independent Directors of the Company shall be appointed/re-appointed.	<i>Independent Directors</i>

- (ii) The Company and Independent Directors are required to abide by the applicable provisions/schedules/rules as specified under the Act and abide by applicable provisions, if any, under other Act/Rules/Regulations.
103. (i) In the event of the Company borrowing any money from any financial corporation or institution or government or any government body or a collaborator, bank, Person or Persons or from any other source, while any money remains due to them or any of them the lender concerned may have and subject to acceptance by the Company may exercise the right and power to appoint from time to time, any person or persons to be a Director or Directors of the Company and the Directors so appointed, shall not be liable to retire by rotation, unless otherwise determined and subject to the limit prescribed by the Act. Any person so appointed may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death, if any, such appointment or removal shall be in writing, signed by the appointee and served on the Company. Such Director need not be required to hold any qualification shares. *Nominee Director*
- (ii) In the event of the Company issuing any debentures or debenture stock, the debenture trust deed may be executed for securing such debenture or debenture stock and such debenture trust deed may provide for the appointment of any person, in any specified manner. The debenture trust deed may empower such trustees or holders of debentures or debenture stock, from time to time, to remove and reappoint any Director(s) so appointed. The Director(s) appointed under this Article is herein referred to as "Debenture Director(s)" and the term "Debenture Director(s)" means the Director appointed for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The trust deed may contain such ancillary provisions as may be agreed between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained. The Debenture Director(s) shall be counted in determining the number of retiring Directors. The Debenture Director(s) need not be required to hold any qualification shares. *Debenture Director*

### **Powers of Board**

104. (i) Without prejudice to the generality of the powers conferred by these Articles and subject to the provisions of the Act and the rules framed thereunder, the Board is empowered to do all such acts, matters and things deemed necessary, proper or expedient for carrying on the business of the Company. *Powers of the board to carry on business of the Company*
- (ii) The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and *General powers of the Company vested in Board*

to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in any 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.

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| (iii) | Subject to the provisions of these Articles, the Board shall exercise the powers prescribed in the applicable provisions of the Act on behalf of the Company only by resolution passed at a meeting of the Board.  | <i>Exercise of powers by the Board at the Board Meeting</i> |
| 105.  | Company may, in writing under its common seal, if any, authorize any person(s), either generally or in respect of any specified matters, as its attorney(s) to execute other deeds on its behalf in any place either in or outside India. Deed(s) signed by the attorney(s) on behalf of the Company and under his/her/their seal shall bind the Company.  | <i>Appointment of Attorney(s)/ Authorisation</i>            |
| 106.  | Subject to the applicable provisions of Act and the rules framed thereunder and these Articles, the Board shall have the power, from time to time and at their discretion to borrow, raise or secure the payment of any sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or to accept deposits or by mortgage or charge upon all or any of the properties of the Company, both present and future. | <i>Borrowing Powers</i>                                     |

### Proceedings of the Board

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| 107. (i) | The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.  | <i>When meeting to be convened</i>                          |
| (ii)     | The Chairperson or any one Director with the previous consent of the Chairperson may, or the Company Secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.  | <i>Who may summon Board meeting</i>                         |
| (iii)    | The quorum for a Board meeting shall be as provided in the Act.  | <i>Quorum for Board Meetings</i>                            |
| (iv)     | The participation of Directors in a meeting of the Board may be either be in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under the prevailing law.  | <i>Participation at Board meetings</i>                      |
| 108. (i) | Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.  | <i>Questions at Board meeting how decided</i>               |
| (ii)     | In case of an equality of votes, the Chairperson of the Meeting shall have a second or casting vote.   | <i>Casting vote of Chairperson at Board meeting</i>         |
| 109.     | The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their 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 that fixed for | <i>Directors not to act when number falls below minimum</i> |

the quorum, or for summoning a general meeting of the Company, but for no other purpose.

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| 110. | (i)   | The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson for its meetings and determine the period for which he is to hold office.   | <i>Who to preside at meetings of the Board</i>                                |
|      | (ii)  | If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose and elect one of themselves to be Chairperson of the meeting.  | <i>Directors to elect a Chairperson</i>                                       |
| 111. | (i)   | The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it deems fit.   | <i>Delegation of powers</i>   |
|      | (ii)  | Any Committee so formed shall, in the exercise of the powers so delegated, conform to all/any regulations that may be imposed on it by the Board.   | <i>Committee to conform to Board Regulations</i>                              |
|      | (iii) | The participation of Directors in a meeting of the Committee may be either in person or through video conferencing or audio-visual means or teleconferencing, as may be prescribed by the Rules or permitted under the prevailing law.  | <i>Participation at Committee meetings</i>                                    |
| 112. | (i)   | A Committee may elect its Chairperson unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.  | <i>Chairperson of Committee</i>   |
|      | (ii)  | If no such Chairperson is appointed/elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose and elect one of their members to be Chairperson of the meeting.   | <i>Who to preside at meetings of Committee</i>                                |
| 113. | (i)   | A Committee may meet and adjourn as it thinks fit.  | <i>Committee to meet</i>  |
|      | (ii)  | Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.  | <i>Questions at Committee meeting how decided</i>                             |
|      | (iii) | In case of an equality of votes, the Chairperson of the Meeting shall have a second or casting vote.  | <i>Casting vote of Chairperson at Committee meeting</i>                       |
| 114. |       | All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director. | <i>Acts of Board or Committee valid notwithstanding defect of Appointment</i> |
| 115. |       | Save as otherwise expressly provided in the Act, resolution may be passed by the Board or by a Committee thereof by circulation and shall be valid and effective as if it had been passed at a meeting of the Board or Committee duly convened and held, if the resolution has been circulated in draft for   | <i>Passing of resolution by circulation</i>                                   |



seeking the approval, by physical/electronic means which may include E-mail or fax and has been approved by a majority of the Directors or members, who are entitled to vote on the resolution.

**Chief Executive Officer, Manager, Company Secretary  
and Chief Financial Officer**

116. Subject to the provisions of the Act -

- (a) A Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may deem fit; and any Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer so appointed may be removed by means of a resolution of the Board.
- (b) A Director/Managing Director/Whole-time Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

*Chief Executive Officer, etc.*

*Director may be Chief Executive Officer, etc.*

**Registers**

117. Subject to the provisions of the Act and Rules framed thereunder, the Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules framed thereunder. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees, not exceeding the limits prescribed by the Rules.

*Statutory registers*

118. Subject to the provisions of the Depositories Act and applicable provisions of the Act, the Company shall cause to keep and maintain a register and index of members. Subject to the applicable provisions of the Depositories Act, every person holding equity share capital of the Company and whose name is entered as beneficial owner in the records of the depository shall be deemed to be a member of the Company.

*Register of Members and Beneficial Owner*

119. The Company may exercise the powers conferred on it by applicable provisions of the Act with regard to the keeping of a foreign register; and the Board may (subject to the applicable provisions of the Act) make and vary such regulations as it may think fit in respect of keeping of any such register.

*Keeping of a foreign register*



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| 120. | The Company after giving previous notice of such period as specified under applicable provisions of the Act and Rules made thereunder or lesser period as may be specified by Securities and Exchange Board of India by advertisement in some newspaper circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture holders or the Register of Security holders as the case may be, at such time or times and for such periods, as prescribed under the Act and Rules framed thereunder. | <i>When Registers of Members and Debenture holders may be closed</i> |
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### The Seal

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| 121. (i) | The Directors shall provide a Seal for the purposes of the Company and the Directors shall also ensure the safe custody of the Seal for the time being, and the Seal shall never be used except by or under the authority of the Directors or a Committee of Directors previously given. | <i>The seal, its custody and use</i> |
| (ii)     | 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 authorised by it in that behalf.  | <i>Affixation of seal</i>            |
- Subject to the provisions of the applicable Law, at least one Director shall be present during the affixing of the seal and sign every instrument to which the common seal is affixed and every such instrument shall be countersigned by the Secretary of the Company and/or any other person duly authorised by the Board/Committee of the Board.

### Dividends and Reserve

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| 122.     | The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. However, Company in general meeting may declare a lower rate of dividend than the rate recommended by the Board.  | <i>Company in general meeting may declare dividends</i> |
| 123.     | Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may deem fit.  | <i>Interim dividends</i>                                |
| 124. (i) | The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the sole 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. | <i>Dividends only to be paid out of profits</i>         |
| (ii)     | The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.  | <i>Carry forward of Profits</i>                         |
| 125. (i) | Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the   | <i>Division of profits</i>                              |

amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the said shares in the Company, dividends may be declared and paid according to the amounts of the shares.

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| (ii)     | No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.   | <i>Payments in advance</i>   |
| (iii)    | All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date then such share shall rank for dividend accordingly.   | <i>Dividends to be Apportioned</i>   |
| 126. (i) | The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.  | <i>No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom</i> |
| (ii)     | The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinabove, entitled to become a member, until such person shall become a member in respect of such shares.  | <i>Retention of dividends</i>  |
| 127. (i) | Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. | <i>Dividend how remitted</i>   |
| (ii)     | Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.   | <i>Instrument of payment</i>   |
| 128.     | Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.  | <i>Receipt of one holder sufficient</i>  |
| 129.     | No dividend shall bear any interest against the Company.  | <i>No interest on dividends</i>  |
| 130.     | Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.  | <i>Notice to Member</i>  |
| 131.     | The Company shall comply with the applicable provisions of the Act and Rules framed thereunder in respect of unpaid/unclaimed dividend.   | <i>Unpaid/ Unclaimed Dividend</i>  |

#### **Accounts**

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| 132. (i) | The Board of Directors shall cause proper books of account to be maintained in accordance with applicable provisions of the Act and Rules made thereunder. | <i>Books of account</i> |
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| (ii)  | The books of account and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act and the Rules made thereunder.                       | <i>Inspection by Directors</i>              |
| (iii) | No member (not being a Director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting. | <i>Restriction on inspection by members</i> |

### Audit

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| 133. (i) | In accordance with the applicable provisions of the Act and Rules framed thereunder, the books of account of the Company shall be audited by one or more Auditor or Auditors or firm of Auditors as appointed. | <i>Accounts to be audited annually</i>                          |
| (ii)     | The appointment, powers, rights, remuneration and duties of auditors shall be regulated by the applicable provisions of the Act and Rules framed thereunder.   | <i>Appointment, remuneration, rights and duties of Auditors</i> |

### Balance Sheet and Accounts

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| 134. (i) | At every Annual General Meeting, the Board shall lay before such meeting financial statements for the financial year in accordance with the applicable provisions of the Act.  | <i>Financial Statements of the Company</i>        |
| (ii)     | There shall be attached to every financial statements laid before the Company a report by the Board of Directors in accordance with the applicable provisions of the Act.  | <i>Board's Report</i>                             |
| (iii)    | The Company shall in accordance with the applicable provisions of the Act and Rules made thereunder send a copy of such financial statements together with a copy of the auditors' report and every other documents required by the Act to be annexed or attached, as the case may be to the balance sheet, to the registered address of every member and debenture-holder of the Company, trustee and other person to whom the same is required to be sent. | <i>Copies to be sent to members and others</i>    |
| (iv)     | The Company shall comply with the applicable provisions of the Act as to filing copies of financial statements alongwith all the documents which are required to be or attached to such financial statements under this Act, duly adopted at the Annual General Meeting of the Company.  | <i>Copies of financial statements to be filed</i> |

### Winding up

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| 135. | Subject to the applicable provisions of the Act and the Rules made thereunder-  | <i>Winding up of Company</i> |
| (a)  | 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 amongst 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. |                              |

- (b) 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.
- (c) 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 if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### **Indemnity and Insurance**

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| 136. | (i)  | Subject to the provisions of the Act, every Director, Managing Director, Manager, Company Secretary or other Officers 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 which relief is granted to him by the concerned court or the tribunal. | <i>Indemnity</i>           |
|      | (ii) | The Company may take and maintain any insurance as the Board may think fit on behalf of its present Directors and Key Managerial Personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted bonafidely, honestly and reasonably.   | <i>Liability Insurance</i> |

### **Secrecy**

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| 137. | Every Director, Manager, members of a Committee, Key Managerial Personnel, Trustee for the Company, its members or debenture holders, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Board, before their appointment and before rendering his/her duties, sign a declaration pledging himself/herself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto shall by such declaration pledge himself/herself not to reveal any of the matters which may come to his/her knowledge in discharge of his/her duties except when required so to do by the Board or by any general meetings or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions of these Articles contained. | <i>Secrecy</i> |
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### **Authentication of Documents**

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| 138. | Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company, or any contracts made by or on behalf of the Company, may be certified/authenticated and signed by any Key Managerial Personnel or an officer of the Company duly authorized by the Board in this behalf. | <i>Authentication of Documents</i> |
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**General Power**

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| 139. | Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, even in the absence of any specific Article on that behalf herein provided.  | <i>General power</i>  |
| 140. | The Company shall from time to time comply with all the applicable provisions as stipulated under the SEBI Listing Regulations and the Rules and Regulations made by SEBI. If it is found that any provision of these Articles is contrary to the provisions of the SEBI Listing Regulations or the Rules and Regulations made by the SEBI or the provision of the Act and Rules made thereunder, then such contrary provision shall be deemed to be amended to the extent necessary to make it compliant with the said the SEBI Listing Regulations or the Rules and Regulations of the SEBI or the Act as the case may be. In case of any inconsistency between the provisions of these Articles, SEBI Listing Regulations, SEBI Rules and Regulations and the Act, the provisions/compliances which is/are more onerous shall be made applicable in such case, and these Articles shall be deemed to be amended to such extent. | <i>Requirement of compliance with the provisions of the SEBI Listing Regulations and the Rules and Regulations made by the SEBI</i> |