



**Memorandum of Association
and
Articles of Association

of

Bharat Electronics Ltd**

(Incorporating amendments up to 30 August 2022)

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Index

Memorandum of Association		
Clause No.	Item	Page No.
I	Name	9
II	Registered Office	9
III	Objects	9
IV	Limited Liability	19
V	Capital	19
	Subscription	21
Articles of Association		
Article No.	Item	Page No.
1	Definitions	22
2	Company to be a public company	24
3	Table 'A' to apply	24
4	Company to be governed by these regulations	24
5	Capital	25
6	Company's shares not to be purchased	25
6A	Buyback of shares	25
7	Allotment of shares	25
8	Commission for placing shares	26
9	Share certificate	26
10	Issue of new share certificates in place of one defaced, lost or destroyed	27
11	Calls on shares	27
12	When interest on call payable	27
13	Payment in anticipation of calls may carry interest	28
14	Joint-holders' liability to pay	28
15	Company's lien on shares	29
16	Enforcement of lien by sale	29
17	Application of proceeds of sale	30
18	Register of transfers	30
19	Notice of refusal to register transfer – company not bound to recognise any interest in shares other than that of the registered holders	31

Article No.	Item	Page No.
20	Execution of transfer	31
21	Form of transfer	31
21A	Section 108 not to apply to transfer of demat shares	32
22	Transfer to be left at office and evidence of title to be given	32
23 & 23A	Transmission by operation of law	32
24	Fee on transfer	34
25	When transfer books and register may be closed	34
26	Directors' right to refuse registration	35
27	Power to increase capital	35
28	On what condition new shares may be issued	35
29	How far new shares to rank with shares in original capital	36
30	New shares to be offered to members	36
31	Forfeiture of shares	36
32	Sub-division and consolidation of shares	39
33	Sub-division into preferred and ordinary	40
34	Power to modify	40
35	Power to borrow	41
36	Conditions on which money may be borrowed	41
37	Securities may be assignable from equities	42
38	Issues at discount etc., or with special privileges	42
39	Persons not to have priority over any prior charge	42
40	Indemnity may be given	42
41	General meetings	43
42	When extraordinary meetings to be called	43
43	Notice of meeting	44
44	Omission to give notice	45
45	Business of ordinary meeting	45
46	Quorum	45
47	Right of President to appoint any person as his representative	45
48	Chairman of general meeting	46
49	When if quorum not present meeting to be dissolved and when to be adjourned	46

Article No.	Item	Page No.
50	How questions to be decided at meetings	47
51	What is to be evidence of the passing of a resolution where poll not demanded	47
52	Poll	48
53	Power to adjourn general meeting	48
54	In what cases poll taken without adjournment	48
55	Business may proceed notwithstanding demand of poll	48
56	Chairman's decision conclusive	48
57	Votes of members	49
58	No voting by proxy on show of hands	49
59	Votes in respect of shares of deceased and bankrupt members	49
60	Joint-holders	49
61	Votes in respect of shares of members of unsound mind	50
62	Proxies permitted	50
63	Instrument appointing proxy to be in writing	50
64	Instrument appointing proxy to be deposited at office	50
65	When vote by proxy valid though authority revoked	50
66	Form of proxy	51
67	No member entitled to vote etc., while call due to company	51
68	Time for objection to vote	51
69	Resolution in writing of directors in certain cases to be equivalent to resolution of general meeting	52
70	Number of directors	52
71	Appointment of directors	53
71A	Right of persons other than retiring directors to stand for directorship	54
71B	Consent of candidate for directorship	54
71C	Additional directors and filling up of casual vacancy	54
72	General power of company vested in directors	55
72A	President's power	55
73	Specific powers to directors	55
73(1)	To acquire property	56
73(2)	Capital expenditure	56
73(3)	To pay for property in debentures etc	57

Article No.	Item	Page No.
73(4)	To secure contracts by mortgage	57
73(5)	To appoint officers etc	57
73(6)	To appoint trustees	58
73(7)	To bring and defend action etc	58
73(8)	To refer to arbitration	58
73(9)	To give receipt	58
73(10)	To authorise acceptance etc	59
73(11)	To appoint attorneys	59
73(12)	To invest moneys	59
73(13)	To give security by way of indemnity	59
73(14)	To give percentage	59
73(15)	To make bye-laws	60
73(16)	To give bonus	60
73(17)	To create provident fund	60
73(18)	To establish local board	60
73(19)	To make contracts etc	61
73(20)	To sub-delegate powers	61
73(21)	To establish joint ventures and subsidiaries	61
73(22)	To obtain technology etc	62
73(23)	To structure and implement HR schemes etc	62
73(24)	To effect organisational restructuring	62
73(25)	To create and wind up posts	62
73(26)	Conditions for exercising certain powers	62
74	Appointment of managing director	64
75	Directors to cause minutes to be made in books	64
76	Seal	64
77	Disqualification of directors	64
78	Meeting of directors, place and quorum	65
79	Director may summon meeting – how questions to be decided	66
80	Power of quorum	66
81	Chairman of directors' meeting	66
82	Delegation of powers to committees	67
83	Chairman of meeting of committees	67

Article No.	Item	Page No.
84	When acts of directors or committee valid notwithstanding defective appointment etc	67
85	Resolution without board meeting valid	67
86	Reserve fund	68
87	Dividends	68
88	Capital paid up in advance	68
89	Declaration and payment of dividends	69
90	Dividend out of profits only and not to carry interest	69
91	When to be deemed net profits	69
92	Interim dividend	70
93	Debts may be deducted	70
94	Dividend and call together	70
95	Dividends or bonus payable wholly or partly in specific assets	70
96	Effect of transfer	71
97	Retention in certain cases	71
98	Dividend to joint-holders	71
99	Payment by post	72
100	Notice of dividends	72
101	Unclaimed dividends	72
102	Accounts to be kept	72
103	Inspection of account books	72
104	Inspection by member	73
105	Annual account and balance sheet	73
106	Annual report of directors	73
107	Contents of profit and loss account	73
108	Balance sheet and profit & loss account to be sent to members	74
109	Directors to comply with sections 130 to 135 of the Act	74
110	Accounts to be audited annually	75
111	Appointment of auditors	75
111A	Auditor's right to attend meetings	75
112	Independent external audit	75
113	When accounts to be deemed finally settled	75
114	Rights of the President, Proviso to Article 114	76
115	How notices to be served on members	76

Article No.	Item	Page No.
116	Notification of address by a holder of registered shares	77
117	When notice may be given by advertisement	77
118	Notice to joint-holders	77
119	How notice to be given to representatives of a deceased or bankrupt member	77
120	To whom notice of general meetings be given	78
121	Transferees etc bound by prior notices	78
122	How notice to be signed	78
123	How time to be counted	78
123A	Distribution of assets on winding up	78
123B	Secrecy clause	79
124	Indemnity	79
125	Individual responsibility of directors'	80
	Subscription	81

Bharat Electronics Limited

Memorandum of Association

- I.** The name of the Company is Bharat Electronics Limited.
- II.** The Registered Office of the Company will be situated in Bangalore in the State of Karnataka.
- III.** The Objects for which the Company is established are: -
 - 1.(a)** To carry on in India or in any part of the world all kinds of business relating to the manufacture, assembly, fitting up, repairing, converting, overhauling, maintaining, rendering services of all and every kind and description, buying, selling, exchanging, altering, hiring, letting on hire, improving, repairing and dealing in apparatus and equipment:
 - (i)** Using electro-magnetic waves intended for radio-telegraphic or radio-telephonic communications between fixed points or between fixed and mobile points or between mobile points, such as transmitters, receivers, transreceivers, oscillators, amplifiers along with their ancillary equipment for supervisory control and regulation together with instrumentation for testing, observing, maintaining such equipment, and for recording, controlling operational and other factors pertaining to the equipment and apparatus noted above. The ancillary equipment required for installation, operation and maintaining of the apparatus and equipment noted above, such as masts, towers, earth systems, aerials and aerial equipment of all kinds including all types of radiating equipment;
 - (ii)** Using electro-magnetic waves intended for the detection and determination at a distance of the direction, range and position of a mobile or fixed point in relation to another fixed or mobile point and, in particular, all kinds of radio and radar equipment and apparatus intended for sighting, direction finding, ranging, tracking and following a mobile point;

(iii) Using electronic and other devices including all types of control mechanisms, automatic calculator, X-ray machines, surgical, medical and other appliances intended for electro and other therapy treatment, along with their ancillary equipment for supervisory control and regulation, together with instrumentation for testing, observing, maintaining such equipment, and recording, controlling, operational and other factors pertaining to the equipment and apparatus noted above;

(b) To carry on the business of manufacture and repair of electron tubes including miniature and sub-miniature tubes, magnetrons, klystrons and such other tubes of any kind including electron tubes for use in broadcast and television reception and all other devices such as transistors;

(c) To carry on the business of manufacture of radio and other components of all descriptions and types, such as resistors, condensers, coils, chokes, transformers, switches, volume controls, plugs, sockets, bases, aerial gear, batteries, accumulators, cables, metal and other cases, piezo electric quartz crystals of all types, including those made from synthetic materials, meters of all kinds, including those for domestic use etc., chassis, holders, covers;

(d) To carry on the business of manufacture of glass, ceramic and plastic goods, including glass bulbs, lamps and tubes, lighting fixtures and accessories, glass containers etc., ceramic and plastic insulants, appliances and goods of all types;

(e) To carry on the business of manufacture of all types of scientific and surgical instruments, appliances and equipment;

(f) To carry on the business of manufacture of commercial and domestic heating appliances, refrigerating and air-conditioning apparatus and accessories, vacuum cleaners, railway signalling and interlocking devices;

(g) To carry on the business of manufacture of all kinds of apparatus and equipment together with instrumentation intended for testing,

controlling, observing and maintaining the equipment and apparatus mentioned above;

and also to manufacture, sell, buy, repair, alter and exchange, let on hire, export, import and deal in all kinds of articles and things which may be required for the purpose of the business of the Company or commonly supplied or dealt in by persons engaged in such business or which may seem capable of being profitably dealt with in connection with any of the business of the Company;

and also to act as agents for Government or Public Authorities or for any manufacturers, merchants and others and to carry on agency business of any description connected with the Company;

(h) To acquire, provide, construct, establish and maintain factories, workshops, buildings, machinery warehouses and other conventions;

(i) To establish, maintain and operate training schools for apprentices, artisans, engineers, mechanics or any employees or personnel employed in connection with any of the business of the Company.

(j) To carry on the business, in India or elsewhere, of manufacturing, assembling, buying, selling, importing, exporting, and to act as processors, fabricators, merchants, convertors, dealers, agents, stockists, distributors and suppliers otherwise dealing with Electronic Products and Systems, allied services, Weapon Systems with or without Explosives, Ammunitions and related products, Laser based Products and Systems, Manned and unmanned Platforms and related Systems and Chemical, Biological, Radiological and Nuclear Detection and Protection Systems.

(k) To carry on the business in India or elsewhere, of and manufacturing, assembling, buying, selling, importing, exporting, and to act as processors, fabricators, merchants, convertors, dealers, agents, stockists, distributors and suppliers otherwise dealing with in Power and Energy Products & Systems through various sources, Space Electronics including Satellites and Launching Systems Electro Optics based Systems and products, Sensors and related products.

(l) To carry on the business of design, manufacture, produce, export, import, buy, sell, fabricate, discover, research, develop, marketing, process, store, install, repair, maintain, recondition, exchange, distribute, hire, use, disposal, fabricate, franchise or through franchise of control and automation engineering machineries, software, things and tools and to act as distributors, suppliers, stockiest, agents, merchants, developers, consultants, job workers, collaborators and dealers in software products, allied services and Information Technology Products, IT enabled services, data processing, data warehousing and database management and Systems & Services.

(m) To carry on the business of conceiving, planning, surveying, designing, studying, evaluating, building, constructing, installing, erecting, undertaking, operating, owning, managing, controlling, and administering, leasing, of Turnkey Solutions based projects including Civil Infrastructure.

Sl. No. (j) to (m) under the Clause No. III (1) has been inserted by altering the MoA by passing Special Resolution at the 65th Annual General Meeting held on 16th September, 2019.

2. To manufacture, buy, sell, exchange, install, work, alter, improve, manipulate, prepare for market, import or export and otherwise deal in all kinds of plant and machinery, electrical generators, motors, fans and other appliances of all kinds, including those for domestic and commercial use, wagons, rolling stock apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the business which the Company is authorised to carry on or which is usually dealt in by persons engaged in such business.

3. To carry on in India and elsewhere the business of contractors, merchants, importers, exporters and farmers in all their respective branches.

4. To carry on the business of carriers by land, sea and air.

5. To purchase, take on lease, under license or concession or otherwise, lands, buildings, works, mines, mineral deposits, mining

rights, plantations, forests and any rights and privileges or interest therein and to explore, work, exercise, develop and to account the same.

6. To carry on in India and elsewhere the business of manufacture and supply of all kinds of gas, including oxygen, acetylene, butane, propane, coal and petrol gas etc., for domestic, commercial and other purposes and in general to carry on the business of gas supply company and to do all things incidental to such business.

7. To carry on the business of electric supply company and to do all things incidental to such business.

8. To search for and purchase or otherwise acquire from any Government, state or authority any licenses, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account and to work, develop, carry out, exercise and turn to account the same.

9. To purchase, take on lease or in exchange or under amalgamation, license or concession or otherwise absolutely or conditionally, solely or jointly with others and make, construct, maintain, work, hire, hold, improve, alter, manage, let, sell, dispose of, exchange, roads, canals, water-sources, ferries, piers, aerodromes, lands, buildings, warehouses, works, factories, mills, work-shops, railways, sidings, tramways, engines, machinery and apparatus, water rights, way leaves, trade marks, patents and designs, privileges or rights of any description or kind.

10. To construct, execute, carry out, improve, work, develop, administer, manage or control in India and elsewhere, works and conveniences of all kinds, which expression in this Memorandum includes railways, tramways, ropeways, docks, harbours, piers, wharves, canals, reservoirs, embankments, irrigation, reclamation, improvement, sewage, drainage, sanitary, water, gas, electric light, telephonic, telegraphic and power supply works, and hotels, warehouses, market and buildings private or public and all other works or conveniences whatsoever.

11. To apply for, tender, purchase, or otherwise acquire any contract and concessions for or in relation to the construction, execution, carrying out, equipment, improvement, management, administration or control of works and conveniences and to undertake, execute, carry out, dispose of, or otherwise turn to account the same.

12. To enter into any contract or arrangement for the more efficient conduct of the business of the Company or any part thereof and to sublet any contracts from time to time.

13. To establish, provide, maintain and conduct or otherwise subsidise fund, give grant(s) to Defence Innovation Organisation(s), startups, research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments, and tests of all kinds, to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

Clause 13 Amended at 64 th Annual General Meeting held on 25 th September, 2018.

14. To take or otherwise acquire and hold shares in any other Company having objects, altogether or in part, similar to those of this Company, and to underwrite solely or jointly with another or others, shares in any such Company. To take or otherwise acquire shares in any other Company if the acquisition of such shares seems likely to promote further or benefit the business or interests of this Company.

15. To acquire or take-over with or without consideration and carry on the business of managers, secretaries, treasurers and agents or managing agents by themselves or in partnership with others of

companies or partnerships or concerns whose objects may be similar, in part or in whole, to those of the Company.

16. To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with any of the Company's Objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

17. 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 authorised to carry on, or possessed of property suitable for the purposes of this Company.

18. To let out on hire all or any of the property of the Company whether immovable or moveable including all and every description of apparatus or appliances.

19. To enter into partnership or into any arrangement for sharing or pooling profits, amalgamation, 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 which this Company is authorised to carry on or engage in any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this Company.

20. To guarantee the payment of money unsecured or secured; to guarantee or become sureties for the performance of any contracts or obligations.

21. 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.

22. To pay for any properties, rights or privileges acquired by the Company, either in shares of this Company or partly in shares and partly in cash, or otherwise.

23. To promote and undertake the formation of any institution or 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 or form any subsidiary Company or Companies.

To carry on any business which may seem capable of being carried on conveniently with the business or objects of the Company and to acquire any interest in any industry or undertaking.

24. To lend money on mortgage of immoveable property or on hypothecation or pledge of moveable property or without security to such persons and on such terms as may seem expedient and in particular to customers of and persons having dealings with the Company.

25. To acquire or hold shares in any undertaking or Company, to acquire the right to use or manufacture and to put up telegraphs, telephones, phonographs, radio transmitting or receiving stations or sets, dynamos, accumulators and all apparatus in connection with the generation, accumulation, distribution, supply and employment of electricity or any power that can be used as a substitute therefor, including all cables, wires or appliances for connecting apparatus at a distance with other apparatus and including the formation of exchanges or centres.

26. To construct, maintain, lay down, carry out, work, sell, let on hire and deal in telephonic and all kinds of works, machinery, apparatus, conveniences and things capable of being used in connection with any of the Objects of the Company and in particular any cables, wires, lines, stations, exchanges, reservoirs, accumulators, lamps, meters and engines.

27. To purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights,

brevets d'invention, licenses, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and to turn to account and manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

28. To obtain order, or Act of Legislature in India or other places, or order, Act or authority from the authorities of any country, State or Dominion for enabling the Company to obtain all powers and authorities necessary, or expedient to carry out or extend any of the Objects of the Company, or for any other purpose which may seem expedient and to oppose any proceedings on applications, which may seem calculated directly or indirectly to prejudice the Company's interest.

29. To enter into any arrangements with the Government of India or any Local or State Government in India or with the Government of any other State, country or Dominion or with any authorities, local or otherwise or with any Rulers, Chiefs, Landlords or other persons that may seem conducive to the Company's Objects or any of them and to obtain from them any rights, powers and privileges, licenses, grants and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

30. To provide for the welfare of the employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings, or chawls or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to Provident Fund and other associations, institutions, funds or trusts and by providing, or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistances as the Company may think fit, and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent,

religious, scientific, national, public or other institutions or objects or purposes.

31. To distribute any of the property of the Company among the members in specie or kind but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

32. To make, draw, accept, endorse execute and issue Cheques, Promissory Notes, Bills of Exchange, Bills of Lading, Debentures and other negotiable or transferable instruments.

33. To invest and deal with the moneys of the Company in any securities, shares, investments, properties, moveable or immoveable and in such manner as may from time to time be determined and to sell, transfer or deal in with the same.

34. To borrow or raise money or to receive money on deposit at interest or otherwise in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, including debenture or debenture stock, convertible into shares of this Company, or perpetual annuities and in security of any such money so borrowed, raised, or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenues of the Company, present or future, including its uncalled capital, by assignment or otherwise or to transfer or convey the same absolutely or in trust and to purchase, redeem or pay off any such securities.

35. To remunerate any person, firm 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.

36. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them and as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others.

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, partnership or other body of persons whether incorporated or not incorporated.

The Objects set forth in any sub-clause of this clause shall not be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers hereby conferred shall be deemed subsidiary or auxiliary merely to the Objects mentioned in the first sub-clause of this clause but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the Objects of the first sub-clause of this clause.

IV. The liability of the members is limited.

Amended at 25 th Annual General Meeting held on 22-9-1979, 32 nd Annual General Meeting held on 25-9-1986, Extraordinary General Meetings held on 17-11-1987 & 21-2-1992, and Annual General Meeting held on 29-9-2000, 61st Annual General Meeting held on 03-09-2015 and through Postal Ballot (Results were published on 06.03.2017).

V. The authorised Share Capital of the Company is Rs. 7,500,000,000 (Rupees seven hundred and fifty crores only) divided into 7,500,000,000 (Seven hundred and fifty crores only) shares of Re.1/- (Rupee one only) each with the rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several clauses and to attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance

with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

Clause V i.e Capital Clause was amended at 61st Annual General Meeting held on 3rd September, 2015 and at 68th Annual General Meeting held on 30th August 2022.

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 shares in the capital of the Company set opposite our respective names.

Sr.	Name of the Subscriber	Address	No. of Shares	Signature of Witness
1	President of India Signed by: M K Vellodi Secretary Ministry of Defence New Delhi For and on behalf of the President of India	Ministry of Defence New Delhi	Forty Nine Thousand Nine Hundred and Ninety Five	
2	M K Vellodi Secretary Ministry of Defence New Delhi	Ministry of Defence New Delhi	One	
3	N N Wanchoo Joint Secretary Ministry of Defence New Delhi	Ministry of Defence New Delhi	One	
4	Batuk Singh Addl. Financial Advisor Ministry of Finance (Defence) New Delhi	Ministry of Finance (Defence) New Delhi	One	
5	K S Raghupathi Deputy Secretary Ministry of Defence New Delhi	Ministry of Defence New Delhi	One	
6	D P McKenna Under Secretary Ministry of Defence New Delhi	Ministry of Defence New Delhi	One	

Dated this nineteenth day of April 1954.

Bharat Electronics Limited

Articles of Association (Public Company Limited by Shares)

Definitions

1. In these Article unless there be something in the subject or context inconsistent therewith:

"The Company" means the above-named Company.

"The Act" or "the said Act" means the Indian Companies Act (VII of 1913), or the Act or Acts for the time being in force concerning Joint Stock Companies and affecting the Company.

"The Office" means the Registered Office for the time being of the Company.

"The President" means President of India.

"Corporation" includes Government.

"The Register" means the register of members to be kept pursuant to the Act.

"Dividend" includes bonus.

"Month" means a calendar month.

"In writing" and "written" include printing, lithography and other modes representing or reproducing words in a visible form.

"The Directors" mean the Directors for the time being of the Company.

"Executor" or "Administrator" means a person who has obtained Probate or Letters of Administration, as the case may be, from some competent court.

"Capital" means the capital for the time being raised or authorised to be raised for the purposes of the Company.

"Shares" means the shares or stock into which the capital is divided and the interest corresponding with such shares or stock.

"Board" means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board.

"Persons" include Corporations and firms, as well as individuals.

"Seal" means the Common Seal for the time being of the Company.

"Regulations of the Company" means the regulations for the time being in force for the management of the Company.

Added at 44th Annual General Meeting held on 28-9-1998.

"Depository" shall mean a Depository as defined under clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 or any statutory modification or re-enactment thereof.

Added at 44th Annual General Meeting held on 28-9-1998.

"Beneficial owner(s)" shall mean the beneficial owner(s) as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996, or any statutory modification or re-enactment thereof.

Words importing the singular number include the plural number and vice versa.

Words importing the masculine gender also include the feminine gender.

Words importing persons include Corporations.

Expression in the Act to bear the same meaning in Articles

Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.

Company to be a public company

Amended at Extraordinary General Meeting held on 21-2-1992.

2. The Company is to be a Public Limited Company.

Table 'A' to apply

Amended at Extraordinary General Meeting held on 21-2-1992.

3. The regulations contained in Table 'A' in the First Schedule to the Act shall apply, unless otherwise specified in the Articles and subject to and except in so far as they are amended or altered by the following Articles.

Company to be governed by these regulations

4. The regulations for management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the Statutory powers of the Company in reference to the repeal or alteration of or addition to its regulations by special resolution, as prescribed or permitted by the Act, be such as are contained in these Articles.

Capital

Amended at 25th Annual General Meeting held on 22-9-1979, 32nd Annual General Meeting held on 25-9-1986, Extraordinary General Meetings held on 17-11-1987 & 21-2-1992, Annual General Meeting held on 29-9-2000 and 61st Annual General Meeting held on 03-09-2015.

5. The authorised share capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company.

Added at 44th Annual General Meeting held on 28-9-1998.

The Shares in the capital shall be numbered progressively according to their several denominations, provided however, that the provision relating to progressive numbering shall not apply to the shares of the Company which are dematerialised or may be dematerialised in future or issued in future in dematerialised form. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.

Company's shares not to be purchased

6. No part of the funds of the Company shall be employed in the purchase of or in loans upon the security of the Company's shares.

Buyback of shares

6A. The company may buyback its own shares or other securities as may be notified by the Central Government, subject to the provisions of sections 77A, 77AA, 77B and other applicable provisions of the Companies Act 1956.

Allotment of shares

Amended at Extraordinary General Meeting held on 21-2-1992.

7. Subject to the provisions of the Act the shares shall be under the control of the Directors and the Board may appoint a Committee of Directors for allotment or transfer of shares.

Provided that option or right to exercise call of shares shall not be given to any person except with the sanction of the Company in General Meeting.

Commission for placing shares

Amended at Extraordinary General Meeting held on 21-2-1992.

8. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures or debenture stock of the Company but so that if the Commission in respect of shares shall be paid or payable out of capital the statutory conditions and requirements shall be observed and complied with and the amount of rate of commission shall not exceed 5% on the shares, and 2.5% on debentures or debenture stock, in each case subscribed or to be subscribed. The commission may be paid or satisfied in cash or in shares, debentures or debenture stock of the Company.

Share certificate

Amended at Extraordinary General meeting held on 21-2-1992 and 38th Annual General Meeting held on 22-9-1992.

9. Every person whose name is entered as a Member shall without payment, be entitled to receive within three months after allotment or within one month from the receipt of an application for registration of transfer a Certificate under the Common Seal of the Company, in such form as the Directors shall prescribe or approve, specifying the share or shares held by him and the amount paid thereon, subject to such rules and regulations as may be prescribed by Law from time to time. The share certificates may be issued in lots convenient to the Company. Where share certificates are issued in either more or less than market lots, sub-division or consolidation of shares certificates into market lots shall be done free of charge. The market lots of shares shall be 100 only, or such other as may be stipulated by the stock exchanges.

Added at 44th Annual General Meeting held on 28-9-1998.

Notwithstanding anything contained herein, the Company shall be entitled to dematerialise its shares and other securities pursuant to the Depositories Act, 1996 and offer its shares and other securities for subscription in dematerialised form. In such cases, the Company shall make allotment of shares and securities to the Depository and no certificates will be issued. In case of any request for rematerialisation of shares, the Company will be entitled to charge suitable amount from the members.

Issue of new share certificate in place of one defaced, lost or destroyed

10. If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, and on such terms, if any, as to evidence and indemnity as the Directors think fit.

Calls on shares

11. The Directors may, from time to time, make calls upon the members in respect of any moneys unpaid on their shares and specify the time or times of payment and each member shall pay to the Company at the time or times so specified the amount called on his shares:

Provided, however, that the Directors may, from time to time, at their discretion extend the time fixed for the payment of any call and may extend such time to all or any of the members whom, from residence at a distance or other cause, the Director may deem entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.

When interest on call payable

12. If the sum payable in respect of any call be not paid on or before the day appointed for payment thereof, the holder for the time being or allottee of the share in respect of which a call shall have been made,

shall pay interest on the same at such rate not exceeding 6% per annum as the Directors shall fix, from the day appointed for the payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

Payment in anticipation of calls may carry interest

Amended at 38th Annual General Meeting held on 22-9-1992.

13. The Directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the moneys so paid in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 6% p.a. as the members paying such sum in advance and the Directors agree upon, and the Directors may, at any time, repay the amount so advanced upon giving to such member three months notice in writing. Moneys paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in the profits of the Company.

Joint-holders' liability to pay

Amended at Extraordinary General Meeting held on 21-2-1992.

14. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same jointly with the benefit of survivorship subject to the provisions following:

(a) The Company shall not be bound to register more than four persons as the holders of any share.

(b) The joint holders of any share shall be liable severally as well as jointly, in respect of all payments, which ought to be made in respect of such share.

(c) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the

Company as having any title to such share; but the Board may require such evidence of death as they may deem fit.

(d) Any one of such joint holders may give effectual receipts for any dividend, bonus, or return of capital payable to such joint holders.

(e) Only the person whose name stands first in the register as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such shares, or to receive notice from the company of a General Meeting of the Company and any notice given to such persons shall be deemed notice to all joint holders. In the case of joint holders the vote of the survivor who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members.

Company's lien on shares

Amended at 38th Annual General Meeting held on 22-9-1992.

15. The Company shall have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds on sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created except upon the footing and conditions that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Directors may at any time declare any shares wholly or in part to be exempt from the provisions of this clause.

Enforcement of lien by sale

16. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently

payable, nor until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of 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 the person entitled by reason of his death or insolvency to the share.

Application of proceeds of sale

17. The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale. The Purchaser shall be registered as the holder of the shares, and he 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 in reference to the sale.

Register of transfers

Amended at Extraordinary General Meeting held on 21-2-1992 and 44 th Annual General Meeting held on 28-9-1998.

18. In the case of transfer or transmission of shares or other marketable securities, where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act, 1996 shall apply.

The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any shares held in material form.

Notice of refusal to register transfer – company not bound to recognise any interest in shares other than that of the registered holders

Amended at Extraordinary General Meeting held on 21-2-1992, 38th Annual General Meeting held on 22-9-1992, and 44th Annual General Meeting held on 28-9-1998.

19. The shares shall be freely transferable, subject to the provisions of Section 111 and 111A of the Act.

Save as herein otherwise provided, the company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any person whether or not it shall have express or implied notice thereof.

The shares may be transferred by the President in favour of the nominees of the President or the successor of the shareholder in the appointment held by them in the Government of India.

Execution of transfer

20. The instrument of transfer of any share in the Company shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Form of transfer

Amended at Extraordinary General Meeting held on 21-2-1992.

21. The instrument of transfer shall be in writing and the shares shall be transferred in the manner and form prescribed in the rules under Section 108 of the Companies Act.

Added at 44th Annual General Meeting held on 28-9-1998.

21A. Notwithstanding anything contained on the subject elsewhere in the Articles, no instrument of transfer would be required and the provisions of Section 108 of the Act will not apply if transfer of shares is effected by the transferor and transferee, both of whom are entered as beneficial owners in the records of the Depository.

Transfer to be left at office and evidence of title to be given

22. Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of the shares to be transferred, and such evidence as the Company may require to prove the title of the transferor, or his right to transfer the shares. All instruments of transfer shall be retained by the Company but any instrument of transfer, which the Directors may decline to register, shall, on demand, be returned to the person depositing the same.

Transmission by operation of law

23. Nothing contained in Article 18 shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.

Inserted at 45th Annual General Meeting held on 29-9-1999.

23A. (i) Pursuant to Section 109A of the Act, every holder of shares in, or holder of debentures of the company may, at any time nominate, in the prescribed manner, a person to whom his shares in or debentures of, the company shall vest in the event of his death.

(ii) Where the shares in, or debentures of, the Company are held by more than one person jointly, the joint-holders may together nominate, in the prescribed manner, a person to whom all rights in the shares or debentures of the company shall vest in the event of death of all the joint holders.

(iii) Where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the company, the nominee shall, on the death of the shareholder or holder of debentures of the Company or as the case may be, on the death of the joint holders, become entitled to all the rights in the shares or debentures of the Company or, as the case may be, on the death of the joint holders, in relation to such shares in, or debentures of the company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.

(iv) Where the nominee is a minor, it shall be lawful for the holder of the shares, or holder of debentures, to make the nomination to appoint in the prescribed manner any person to become entitled to shares in or debentures of, the company, in the event of his death, during the minority.

(v) Pursuant to Section 109B of the Act, any person who becomes nominee by virtue of the provisions of section 109A of the Act, upon the production of such evidence as may be required by the Board and subject as hereinafter provided, elect either:

(a) To be registered himself as holder of the share or debenture, as the case may be; or

(b) To make such transfer of the share or debenture, as the case may be, as the deceased shareholder or debenture holder, as the case may be, could have made.

(vi) If the person being a nominee, so becoming entitled, elects to be registered as holder of share or debenture, himself as the case may be, he shall deliver or send to the company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased shareholder or debenture holder, as the case may be.

(vii) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfer of shares or debentures shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the

notice of transfer signed by that shareholder or debenture holder, as the case may be.

(viii) A person, being a nominee, becoming entitled to a share or debenture by reason of the death 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 or debenture, except that he shall not, before being registered a member in respect of this share or debenture be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

(ix) 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 or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share or debenture, until the requirements of the notice have been complied with.

Fee on transfer

Amended at Extraordinary General Meeting held on 21-2-1992.

24. No fee shall be charged for registration of transfer of shares or bonds. No fee shall also be charged for transmission of shares, bonds or for registration of any Power of Attorney, probate, Letters of Administration or other similar documents. No fee shall be charged for issue of new certificate in replacement of those which are old, decrepit, worn-out or where the pages on the reverse for recording transfer have been fully utilised.

When transfer books and register may be closed

25. The transfer books and register of members may be closed for any time or times not exceeding in the whole 45 days in each year but not exceeding 30 days at a time.

Directors' right to refuse registration

26. The Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee, as if he were the transferee named in an ordinary transfer presented for registration.

Power to increase capital

Amended at Extraordinary General Meetings held on 18-4-1984 & 21-2-1992.

27. The Company in General Meeting shall have the powers to increase or reduce the share capital in the manner provided for and in accordance with the provisions of Sections 94 and 100 of the Act.

On what condition new shares may be issued

Amended at Extraordinary General Meeting held on 21-2-1992.

28. The Company in General Meeting may determine that, any shares (whether forming part of the original capital or of any increased capital of the company) shall be offered to such persons (whether members or not) in such proportion and on such terms and conditions and either (subject to compliance with the provisions of Section 78 and 79 of the Act) at a premium or at par or at a discount as such General Meeting shall determine and with full power to give any person (whether a Member or not) the option to call for or be allotted shares of the company either (subject to compliance with the provisions of Section 78 and 79 of the Act) at a premium or at par or at a discount, such option being exercisable at such times and for such consideration as may be directed by such General Meeting; or the company in General Meeting may make any other provisions whatsoever for the issue, allotment or disposal of any shares.

Provided that no shares (not being preference shares) shall be issued carrying voting rights or rights in the company as to Dividend, Capital or otherwise which are disproportionate to the right attaching to the holders of other shares (not being preference shares).

How far new shares to rank with shares in original capital

29. Expect so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provision herein contained with reference to the payment of calls and instalments, transfer and transmission, lien, voting, surrender and otherwise.

New shares to be offered to members

Amended at 38th Annual General Meeting held on 22-9-1992.

30. The new shares shall be offered to the persons who at the date of the offer are holders of the equity shares of the Company in proportion as nearly as circumstances admit, to the capital paid upon these shares at that date and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer, if not accepted will be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

Forfeiture of shares

31. (a) Notice of payment of unpaid call

Amended at Extraordinary General Meetings held on 18-4-1984 & 21-2-1992.

If any member fails to pay any call or instalment of call on the day appointed for payment thereof, the Board may, at any time thereafter during such times as any part of the call or instalment remains unpaid, serve notice on him requiring him to pay so much of the call or instalment, as is unpaid, together with interest accrued and any expenses incurred by reason of such non-payment.

(b) Notice of forfeiture

The notice shall name a further day (not being earlier than the expiration of fourteen days from the date of the notice) on or before which such call or instalment and all interest accrued and expenses incurred by reason of such non-payment are to be paid and it shall also name the place where payment is to be made, such place being either at the Registered Office of the Company or some other place at which calls of the Company are usually made payable. The notice shall also state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call or instalment is payable are liable to forfeiture.

(c) Forfeiture of share

If the requisitions of any such notice as aforesaid be not complied with, any share in respect of which such notice has been given may at any time thereafter and before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect and any such forfeiture shall extend to all dividends declared in respect of the shares so forfeited, but not actually paid before such forfeiture.

(d) Disposal of forfeited share

Any shares so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed of in such manner, either subject to or discharged from all calls made or instalments due prior to forfeiture, as the Board thinks fit; or the Board may at any time before such shares are sold or otherwise disposed of, annul the forfeiture upon such terms as it may approve. For the purpose of giving effect to any such sale or other disposition, the Board may authorise some person to transfer the shares so sold or otherwise disposed of to the purchaser thereof or the person becoming entitled thereto.

(e) Effect of forfeiture

Any person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of the forfeiture were presently payable by him to the Company in respect of the shares, together with interest thereon at such rate not exceeding ten percent per annum as the Board shall appoint, down to the date of the payment, but his liability shall cease if and when the Company receives payment in full of the nominal amount of shares. The Board may, if it thinks fit, remit the payment of such interest or any part thereof.

(f) Entry in the register to be made

When any shares have been forfeited, an entry shall forthwith be made in the Register recording the forfeiture and the date thereof, and as soon as the shares so forfeited have been sold or otherwise disposed of, an entry shall also be made of the manner and date of the sale or disposal thereof.

Deleted at 38th Annual General Meeting held on 22-9-1992.

(g) Deleted

Deleted at 38th Annual General Meeting held on 22-9-1992.

(h) Deleted

(i) Application of the sale proceeds

Upon any sale being made by the Board of any shares to satisfy the lien of the company thereon, the proceeds shall be applied; first, in the payment of all costs of such sale; next, in satisfaction of the debts or obligations of the member to the company; and the residue (if any) shall be paid to the person entitled to the shares at the date of the sale or as he shall in writing direct.

(j) Giving effect to the sale

An entry in the Director's Minutes Book of the forfeiture of any shares or that any shares have been sold to satisfy a lien of the company, shall be sufficient evidence as against all persons claiming to be entitled to such shares, that the said shares were properly forfeited, or sold; and such entry, the receipt of the company for the price of such shares, and the appropriate share certificate shall constitute a good title to such shares, and the name of the purchaser or other person entitled shall be entered in the Register as a member of the company, and he shall not be bound to see the application of the purchase money, nor shall his title to the said shares be affected by any irregularity or invalidity in the proceeding in reference to the forfeiture or sale. The remedy (if any) of the former holder of such shares and of any person claiming under or through him shall be against the company and in damages only.

(k) Cancellation of share certificate in respect of forfeited shares

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the Certificate or Certificates originally issued in respect of the relative share shall (unless the same shall on demand by the Company have been provisionally surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect.

(l) Power to annul forfeiture

The Board of Directors may at any time before any share so forfeited shall have been sold, reallocated or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.

Sub-division and consolidation of shares

Amended at Extraordinary General Meeting held on 21-2-1992.

32. Subject to the provisions of Section 94 of the Act, the Company in General Meeting may from time to time sub-divide or consolidate its shares, or any of them and exercise any of the powers conferred by

Section 50 of the Act and shall file with the Registrar such notice of exercise of any such powers as may be required by the Act. Subject as aforesaid, the Company in General Meeting may also cancel shares, which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of shares cancelled.

Sub-division into preferred and ordinary

33. The resolution whereby any shares are sub-divided may determine that, as between the holders of the shares resulting from such sub-division one or more of such shares shall have some preference or special advantage as regards dividend, capital, voting or otherwise over or as compared with the others or other.

Power to modify

Amended at 7th Annual General Meeting held on 29-9-1961.

34. If at any time, the capital, by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 106 and 107 of the Act be modified, abrogated or dealt with by agreement between the Company and by any person purporting to contract on behalf of that class, provided such agreement is (a) ratified in writing by the holders of at least three-fourths of the nominal value of the issued shares of that class, or (b) confirmed by a special resolution passed at a separate general meeting of the holders of shares of that class and all the provisions hereinafter contained as to general meeting shall mutatis mutandis apply to every such meeting, except that the quorum thereof shall be members holding or representing by proxy one-fifth of the nominal amount of the issued shares of that class. This article is not by implication to curtail the power of modification, which the Company would have if the Article were omitted.

Provided that the division of capital into different classes of shares shall be subject to the approval of the President.

Power to borrow

Amended at Extraordinary General Meeting held on 21-2-1992

35. (a) Subject to the provision of the Section 292 of the Act, the Board of Directors may, from time to time at its discretion, by a resolution passed at a Meeting of the Board, accept deposits from Members, either in advance of calls or other wise, and generally raise or borrow or secure the payment of the sum or sums of money for the Company.

Inserted at 53rd Annual General Meeting held on 20-9-2007.

(i) The Board of Directors may borrow from international market, subject to the approval of RBI/Department of Economic Affairs as may be required, to be obtained through the administrative Ministry.

(b) Subject to the provisions of Section 292 of the Act, the Board of Director may, by a resolution passed at a Meeting, delegate to the Managing Director the following powers:

- (i) The powers to borrow money;
- (ii) The power to invest the funds of the Company; and
- (iii) The power to make loans.

Conditions on which money may be borrowed

Amended at Extraordinary General Meeting held on 21-2-1992.

36. The payment or repayment of moneys borrowed may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular by a resolution passed at a Meeting of the Board (and not by resolution by circulation) by the issue of debentures or debenture stock of the Company, charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being; and debentures, debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Securities may be assignable from equities

37. Debentures, debenture-stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Issues at discount etc or with special privileges

Amended at 38th Annual General Meeting held on 22-9-1992.

38. Subject to the approval of the President, any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise. Debentures, Debenture stock, Bonds or other securities with the right to allotment of or conversion into shares shall be issued only with the consent of the Company in General Meeting.

Persons not to have priority over any prior charge

39. Whenever any uncalled capital of the Company is charged all persons taking any subsequent charge thereon shall take the same subject to such prior charge and shall not be entitled, by notice to the shareholders or otherwise, to obtain priority over such prior charge.

Indemnity may be given

40. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

General meetings

41. A general meeting of the Company shall be held within 18 months from the date of its incorporation and thereafter once at least in every calendar year at such time and at such place as may be determined by the Directors provided, however, that no greater interval than 15 months shall be allowed to elapse between two ordinary general meetings. Such general meetings shall be called “Ordinary Meetings” and all other meetings of the Company shall be called “Extraordinary Meetings”.

When extraordinary meetings to be called

42. The Directors may, whenever they think fit, and they shall, on the requisition of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an extraordinary meeting of the Company, and in the case of such requisition the following provisions shall have effect:

(1) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office and may consist of several documents, in like form each signed by one or more requisitionists.

(2) If the Directors of the Company do not proceed within twenty one days from the date of the requisition being so deposited to cause a meeting to be called, the requisitionists or a majority of them in value may themselves convene the meeting, but any meeting so convened shall be held within three months from the date of the deposit of the requisition.

(3) Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

If after a requisition has been received, it is not possible for a sufficient number of Directors to meet in time so as to form a quorum, any Director may convene an Extraordinary General Meeting in the

same manner as nearly as possible as that in which meetings may be convened by the Directors.

Notice of meeting

Amended at the Extraordinary General Meeting held on 21-2-1992.

43. (a) A General Meeting of the company may be called by giving not less than twenty-one days notice in writing.

(b) General Meeting may be called after giving shorter notice than that specified in clause (i) of this Article if consent is accorded thereto:

(i) In the case of an annual general meeting, by all the members entitled to vote thereat; and

(ii) In the case of any other meeting and subject to the provision of Section 171 of the Act, by the members of the company holding not less than 95% of such part of the paid-up share capital of the company as give a right to vote at the meeting.

(c) Every notice of meeting shall specify the place and the day and hour of the meeting and shall contain a statement of business to be transacted thereat.

(d) Notice of every meeting shall be given:

(i) To every member of the company in any manner authorised by sub-section 1 to 4 of the Section 53 of the Act:

(ii) To the persons entitled to a share in consequence of the death or insolvency of a member, by sending it through the post in a prepaid letter addressed to them by name or by the title of the representatives of the deceased or assignees of the insolvent or by any like description at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and

(iii) To the auditor or auditors for the time being of the company in any manner authorised by Section 53 of the Act in the case of any member or members of the Company.

Omission to give notice

44. The accidental omission to give any such notice to or the non-receipt of any such notice by any member shall not invalidate the proceedings at any meeting.

Business of ordinary meeting

45. The business of any ordinary meeting shall be to receive and consider the profit and loss account, the balance sheet, and the report of the Directors and of the Auditors, to declare dividends and to transact any other business, which under these Articles ought to be transacted at an ordinary meeting. All other business transacted at an ordinary meeting and all business transacted at an extraordinary meeting, shall be deemed special.

Quorum

Amended at Extraordinary General Meeting held on 21-2-1992.

46. Five members present in person shall be quorum for a General Meeting.

Right of President to appoint any person as his representative

47. (1) The President, so long as he is a shareholder of the Company, may, from time to time, appoint one or more persons (who need not be a member or members of the Company) to represent him at all or any meetings of the Company.

(2) Any one of the persons appointed under sub-clause (1) of this Article who is personally present at the meeting shall be deemed to be a member entitled to vote and be present in person and shall be entitled to represent the President at all or any such meetings and to vote on his behalf whether on a show of hands or on a poll.

(3) The President may, from time to time, cancel any appointment made under sub-clause (1) of this Article and make fresh appointments.

(4) The production at the meeting of an order of the President evidenced as provided in the Constitution of India shall be accepted by the Company as sufficient evidence of any such appointment or cancellation as aforesaid.

(5) Any person appointed by the President under this Article may, if so authorised by such order, appoint a proxy, whether specially or generally.

Chairman of general meeting

48. The Chairman of the Directors shall be entitled to take the Chair at every General Meeting, or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act as Chairman, the members present shall choose another Director as Chairman, and if no Director shall be present, or if all the Directors present decline to take the Chair, then the members present shall choose one of their number to be Chairman.

When if quorum not present meeting to be dissolved and when to be adjourned

49. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, those members who are present shall be a quorum and may transact the business for which the meeting was called.

How questions to be decided at meetings

50. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes Chairman shall, both on a show of hands and at a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a member.

What is to be evidence of the passing of a resolution where poll not demanded

Inserted at Extraordinary General Meeting held on 21-2-1992.

51. At any General Meeting a resolution put to vote of the meeting shall be decided on a show of hands, unless either:

(a) A poll may be ordered to be taken by the Chairman of the meeting of his own motion; or

(b) A poll shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the company:

(i) Which confer a power to vote on the resolution not being less than one-tenth of the total power in respect of the resolution; or

(ii) On which an aggregate sum of not less than fifty thousand rupees has been paid up.

Unless a poll is so ordered or demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

The demand for the poll may be withdrawn at any time by the person or persons who made the demand.

Poll

52. If a poll is duly demanded, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once, or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

Power to adjourn general meeting

53. The Chairman of a General Meeting may, with the consent of the meeting adjourn the same, from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

In what cases poll taken without adjournment

54. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

Business may proceed notwithstanding demand of poll

55. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Chairman's decision conclusive

56. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

Votes of members

57. Upon a show of hand every member present in person shall have one vote, and upon a poll every member present in person or by proxy or by duly authorised representative shall have one vote for every share held by him.

No voting by proxy on show of hands

58. No member not personally present shall be entitled to vote on a show of hands.

Votes in respect of shares of deceased and bankrupt members

59. Any person entitled under the transmission clause to any shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that seventy-two hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares, unless the Directors shall have previously admitted his right to such shares or right to vote at such meeting in respect thereof.

Joint-holders

60. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally 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, that one of the said persons present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purpose of this clause be deemed joint holders thereof.

Votes in respect of shares of members of unsound mind

61. 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 poll, by his committee or other legal guardian, and any such Committee or guardian may, on a poll, vote by proxy.

Proxies permitted

62. On a poll, votes may be given either personally or by proxy or by duly authorized representative.

Instrument appointing proxy to be in writing

Amended at Extraordinary General Meeting held on 31-3-1970.

63. The instrument appointing proxy shall be in writing under the hand of the appointer or of his attorney, or if such appointer is a Company under its Common Seal or other authority. The proxy need not be a member of the Company.

Instrument appointing proxy to be deposited at office

Amended at Extraordinary General Meeting held on 21-2-1992.

64. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of authority, shall be deposited at the Registered Office of the company not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

When vote by proxy valid though authority revoked

65. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy, provided no intimation in writing

of the death or revocation shall have been received at the Office of the Company before the meeting.

Form of proxy

66. An instrument appointing a proxy may be in the following form, or in any other form, which the Directors shall approve:

_____ Company Ltd

“ I _____ of _____ in the district of _____ being a member of the _____ Company Ltd hereby appoint _____ of _____ as my proxy to vote for me and on my behalf at the (ordinary or extraordinary, as the case may be) General Meeting of the Company to be held on the _____ day of _____ and at any adjournment thereof. ”

Signed this _____ day of _____.

No member entitled to vote etc while call due to company

67. No member shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, at any General Meeting or upon a poll, or be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member.

Time for objection to vote

68. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll, whatsoever.

Resolution in writing of directors in certain cases to be equivalent to resolution of general meeting

69. Any resolution passed by the Directors, notice whereof shall be given to the members in the manner in which notices are hereinafter directed to be given and which shall within one month after it shall have been so passed, be ratified and confirmed in writing by members entitled at a poll to three-fifths of the vote shall be as valid and effectual as a resolution of a General Meeting, but this clause shall not apply to a resolution for winding up the Company or to a resolution passed in respect of any matter which by the statute or by these Articles ought to be dealt with by a special or extraordinary resolution.

Number of directors

Amended at 13 th Annual General Meeting held on 23-8-1967, 19 th Annual General Meeting held on 29-8-1973, 29 th Annual General Meeting held on 29-9-1983, Extraordinary General Meetings held on 18-4-1984 and 21-2-1992, and 45 th Annual General Meeting held on 29-9-1999.

70. (a) The Company shall have not less than three and not more than eighteen directors. The Directors are not required to hold any share qualification. So long as the President of India holds at least 51% of the paid-up capital of the Company, the President shall subject to Section 255 of the Companies Act 1956, appoint one-third of the Directors including the Chairman & Managing Director who shall hold office for the period so appointed. Any Director so appointed shall not be liable to retire at every Annual General Meeting.

(b) One third of the Directors of the company, other than the Directors appointed by the President under Article 70(1), shall retire at every Annual General Meeting.

(c) Right of company to increase or decrease the number of directors

Without prejudice to the provisions of Article 70 of these presents, the company may from time to time in General Meeting increase or reduce the number of directors and may also determine in what rotation such increased or reduced member is to go out of office.

Appointment of directors

Amended at Extraordinary General Meeting held on 31-3-1970, 21st Annual General Meeting held on 22-12-1975, and Extraordinary General Meetings held on 18-4-1984 and 21-2-1992.

71. (a) Apart from the whole time directors appointed by the President under the preceding Article, the remaining directors shall be appointed by election by the holders of ordinary shares in General Meeting and the said directors shall be subject to retirement.

(b) The President shall have the right to remove any director appointed by him under Article 71, at any time in his absolute discretion, provided that the Chairman shall be consulted before removing any such director.

(c) Retiring director shall be eligible for re-election at the Annual General Meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing a retiring director or some other persons thereto.

(d) Filling up vacancy of retiring Director

(I) If the place of the retiring director is not so filled up and the meeting has not expressly resolved not to fill up the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.

(II) If at the adjourned meeting also, the place of the retiring director is not filled up and that meeting has not expressly resolved not to fill up the vacancy, the retiring director shall be deemed to have been reappointed at the adjourned meeting unless:

(i) At the meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost.

(ii) The retiring director has, by a notice in writing addressed to the company or its Board of Directors expressed his unwillingness to be so reappointed.

(iii) He is not qualified or is disqualified for appointment.

(iv) A resolution, whether special or ordinary, is required for his appointment or re-appointment in view of the provisions of the Act, or

(v) The proviso to the Sub-section of the Section 263 or Sub-section (3) of Section 280 is applicable to the case.

Right of persons other than retiring directors to stand for directorship

Inserted at Extraordinary General Meeting held on 21-2-1992.

71A. A person who is not a retiring director shall, subject to the provisions of the Act, be eligible for appointment to the office of the Director at any general meeting, if he or some member intending to propose him has, not less than 14 days before the meeting, left at the office of the company a notice in writing signifying his candidature for the office of the director or the intention of such member to propose him as a candidate for that office, as the case may be.

Consent of candidate for directorship

Inserted at Extraordinary General Meeting held on 21-2-1992.

71B. A person who is not a retiring director shall not be capable of being appointed as director of the company unless he has by himself or by his agent authorized in writing, signed and filed with the Registrar, a consent in writing to act as such director.

Additional directors and filling up of casual vacancy

Inserted at Extraordinary General Meeting held on 21-2-1992.

71C. The Board shall have the power at any time and from time to time to appoint any person to be a Director of the Company either to fill a Casual Vacancy under Section 262 (1) of the Act or as an addition to the Board under Section 260 of the Act, but so that the

total number of Directors shall not at any time exceed the maximum number fixed here-in-before mentioned.

General power of company vested in directors

Amended at Extraordinary General Meeting held on 31-3-1970.

72. The business of the Company shall be managed by the directors, who may pay all expenses incurred in setting up and registering the Company, and may exercise all such powers of the Company as are not, by Companies Act 1956, or any statutory modification thereof for the time being in force, or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Director which would have been valid if that regulation had not been made.

Provided that approval of the President shall be obtained for the following:

(i) Sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company.

Deleted at 48th Annual General Meeting held on 30-9-2002.

(ii) Deleted.

Amended at Extraordinary General Meeting held on 31-3-1970

72A. Notwithstanding anything contained elsewhere in these Articles, the President shall have power:

(i) To receive and approve the Company's operating plans and Capital Budget, under procedures accepted from time to time by the Government.

(ii) To receive and approve the Company's Revenue Budget in case there is an element of deficit which is proposed to be met by obtaining funds from the Central Government; under procedures accepted from time to time by the Government;

Deleted at 48th Annual General Meeting held on 30-9-2002.

(iii) Deleted.

Specific powers to directors

73. Without prejudice to the general powers conferred by the last preceding Article, and the other powers conferred by these Articles, the Directors shall have the following powers that is to say, power:

To acquire property

(1) To purchase, take on lease or otherwise acquire for the Company, property, rights or privileges which the Company is authorized to acquire at such price, and generally on such terms and conditions as they think fit;

Capital expenditure

Amended at 12th Annual General Meeting held on 17-2-1966, 14th Annual General Meeting held on 6-9-1968, 24th Annual General Meeting held on 28-9-1978, 29th Annual General Meeting held on 29-9-1983, 30th Annual General Meeting held on 27-9-1984, 32nd Annual General Meeting held on 25-9-1986, Extraordinary General Meeting held on 21-3-1991, 44th Annual General Meeting held on 28-9-1998, 48th Annual General Meeting held on 30-9-2002, 52nd Annual General Meeting held on 19-9-2006, and 53rd Annual General Meeting held on 20-9-2007.

(2) To incur capital expenditure on new projects, modernisation, purchase of equipment etc, without any monetary ceiling;

To pay for property in debentures etc

(3) To pay for any property, rights or privileges acquired by or services rendered to Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bond, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;

To secure contracts by mortgage

(4) To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled Capital for the time being or in such other manner as they may think fit;

To appoint officers etc

Amended at 21st Annual General Meeting held on 31-3-1970.

(5) To create posts, to appoint and at their discretion remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and Servants, for permanent, temporary or special services as they may from time to time, think fit and to determine their powers and duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit,

Without prejudice to the generality of the above provision, the Directors shall reserve for the decision of the President of all appointments to posts carrying a pay scale of Rs. 2500-3000 and above of persons who have already attained the age of 58 years whether they be from public or private sector,

Amended at 21st Annual General Meeting held on 21-2-1975.

The Board of Director may from time to time appoint the General Manager for each of the constituent units of the Company, for such

term and on such remuneration as they may think fit and may from time to time remove him or them from office and appoint another or others in his place or their places,

Para (4) of clause 5 of Article 73 deleted;

To appoint trustees

(6) To appoint any person or persons whether (incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes, and to execute and do all such deeds and things, as may be requisite in relation to any such trust, and to provide for the remuneration of such trustee or trustees;

To bring and defend action etc

(7) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company;

To refer to arbitration

(8) To refer any claims or demands by or against the Company to arbitration, and observe and perform the awards;

To give receipt

(9) To make and give receipts, releases, and other discharges for money payable to the Company, and for the claims and demands of the Company;

To authorize acceptance etc

(10) To determine who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;

To appoint attorneys

(11) From time to time to provide for the management of the affairs of the Company outside Bangalore in such manner as they think fit, and in particular to appoint any person to be the attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms as may be thought fit;

To invest moneys

Inserted at Extraordinary General Meeting held on 21-2-1992.

(12) Subject to the provisions of Sections 292, 370 and 372 of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security (not being shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realize such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name;

To give security by way of indemnity

(13) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any liability for the benefit of the Company such mortgages of the company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants, and provisions as shall be agreed on;

To give percentage

(14) Subject to the approval of the President, to give to any person employed by the Company a commission on the profits of any

particular business transaction, or a share in the general profits of the Company and such commission or share of profits shall be treated as part of the working expenses of the Company;

To make bye-laws

(15) From time to time to make, vary and repeal bye-laws for the regulation of the business of the company, its officers and servants;

To give bonus

(16) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company or his widow, children or dependents, that may appear to the Directors just or proper, whether such employee, his widow, children or dependents have or have not a legal claim upon the Company;

To create provident fund

(17) Before declaring any dividend and subject to the approval of the President to set aside such portion of the profits of the Company as they may think fit, to form a fund to provide for such pensions, gratuities or compensations or to create any provident or benefit fund in such manner as the Directors may deem fit;

To establish local board

(18) From time to time and at any time to establish any Local Board for managing any of the affairs of the Company in any specified locality in India, or out of India, and to appoint any persons to be members of such Local Board and to fix their remuneration; and from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Directors other than their power to make calls; and to authorize the members for the time being of any such Local Board or any of them, to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made in such terms, and subject to such conditions as the Directors may think

fit, and the Directors may at any time remove any person so appointed and may annul or vary any such delegation;

To make contracts etc

(19) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds, and things in the name and on behalf of the company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the company; and

To sub-delegate powers

(20) To sub-delegate all or any of the powers, authorities and discretion for the time being invested in them, subject however, to the ultimate control and authority being retained by them.

Inserted at 48 th Annual General Meeting held on 30-9-2002, amended at 52 nd Annual General Meeting held on 19-09-2006 and 53 rd Annual General Meeting held on 20-9-2007.

(21) To establish financial joint ventures and wholly owned subsidiaries in India or abroad, subject to the condition that the equity investment of the Company shall be limited to 15% of the networth of the Company in one project limited to Rs.1000 crores. The overall ceiling on such investment in all projects put together shall be 30% of the networth of the Company. The Board of Directors shall have powers for mergers and acquisitions, subject to the conditions that (a) it should be as per the growth plan and in the core area of functioning of the Company (b) conditions / limits would be as in the case of establishing joint ventures / subsidiaries (c) the Cabinet Committee on Economic Affairs, Government of India, will be kept informed in case of investments abroad, and (d) the powers relating to Mergers and Acquisitions should be exercised in such a manner that it should not lead to any change in the public sector character of the Company.

Inserted at 48th Annual General Meeting held on 30-9-2002.

(22) To enter into technology joint ventures, strategic alliances and to obtain technology and know-how by purchase or other arrangements subject to Government guidelines as may be issued from time to time.

Inserted at 48th Annual General Meeting held on 30-9-2002.

(23) To structure and implement schemes relating to personnel and human resource management, training, voluntary or compulsory retirement schemes etc.

Inserted at 53rd Annual General Meeting held on 20-9-2007.

(24) To effect organizational restructuring including establishment of profit centres, opening of offices in India & abroad, creating new activity centres etc.

Inserted at 53rd Annual General Meeting held on 20-9-2007.

(25) To create and wind up all posts including and up to those of non-Board level Directors i.e. Functional Directors who may have the same pay scales as that of Board level Directors, but who would not be members of the Board. All appointments up to this level would also be in the powers of the Board and would include the power to effect internal transfers and redesignation of posts.

Inserted at 53rd Annual General Meeting held on 20-9-2007.

(26) The powers listed in Articles 35(a), 35(a) (i), 73(2), 73(21), 73(22), 73(23), 73(24) and 73(25) shall be exercised subject to following conditions and guidelines:

(a) The proposals must be presented to the Board of Directors in writing and reasonably well in advance, with an analysis of relevant factors and quantification of the anticipated results and benefits. Risk factors if any must be clearly brought out.

(b) The Government Directors, the Director (Finance) and the concerned Functional Director(s) must be present when major decisions are taken, especially when they pertain to investments, expenditure or organizational/capital restructuring.

(c) The decisions on such proposals should preferably be unanimous.

(d) In the event of any decision on important matters not being unanimous, a majority decision may be taken, but at least two thirds of the Directors should be present, including those mentioned above, when such a decision is taken. The objections, dissents, the reasons for over-ruling them and those for taking the decision should be recorded in writing and minuted.

(e) No financial support or contingent liability on the part of the Government should be involved.

(f) All the proposals, where they pertain to capital expenditure, investment or other matters involving substantial financial or managerial commitments or where they would have a long term impact on the structure and functioning of the Company, should be prepared by or with the assistance of professionals and experts and should be appraised, in suitable cases, by financial institutions or reputed professional organizations with expertise in the areas. The financial appraisal should also preferably be backed by an involvement of the appraising institutions through loans or equity participation.

(g) The Company shall not depend upon Government budgetary support or Government guarantees. The resources for implementing the Company's programmes should come from its internal resources or through other sources, including the capital markets.

Appointment of managing director

Amended at Extraordinary General Meeting held on 21-2-1992.

74. (1) The President may from time to time appoint one or more of the Directors to the offices of the Chairman of the Board of Directors or Managing Director or Managing Directors or whole time Directors of the Company for such term and on such remuneration as he may think fit and may from time to time remove or dismiss him or them from the services and appoint another or others in his place or their places.

(2) Deleted.

Directors to cause minutes to be made in books

75. The directors shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any Committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the company, and, of the Directors, and of committees of Directors;
- and every Director present at any meeting of Directors or Committee of Directors shall sign his name in a book to be kept for that purpose.

Seal

76. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of one Director at the least.

Disqualification of directors

77. The office of director shall be vacated if the Director:

- (a) is found to be of unsound mind by a Court of competent Jurisdiction; or

- (b) is adjudged insolvent; or
- (c) absents himself from three consecutive meetings of the Directors or from all meetings of the Directors for a continuous period of three months, whichever is longer, without leave of absence from the Board of Directors; or
- (d) accepts a loan from the Company, or
- (e) is concerned or participates in the profits of any contract with the Company; or
- (f) is punished with imprisonment for a term exceeding six months;

Provided, however, that no Director shall vacate his office by reason of his being a member of any company which has entered into contracts with or done any work for, the Company of which he is director but a Director shall not vote in respect of any such contract or work, and if he does so vote, his vote shall not be counted.

Meeting of directors, place and quorum

Amended at Extraordinary General Meeting held on 21-2-1992.

78. (a) A meeting of the Board of Directors shall be held at least once in every three months. The Directors may adjourn and otherwise regulate their meeting and proceedings as they think fit.

(b) The meetings of the board may be held at the Registered Office or anywhere else within India if in the interests of the Company.

(c) The Quorum for a meeting of the Board of Directors shall be one-third of its total strength as defined in Section 287 of the Act (any fraction contained in that one-third being rounded off as one) or two Directors which ever is higher. Provided that where at any time the number of interested Directors (as defined in Section 287 of the Act) exceeds or is equal to two thirds of the total strength, the Directors who are not interested shall be quorum during such time.

(d) Adjournment of board meeting

If a meeting of the Board could not be held for want of quorum, then unless otherwise requested in writing by the majority of the Board of Directors the meeting shall automatically stand adjourned till the same

day in the next week at the same time and place or if that day is a public holiday, the succeeding working day, at the same time and place.

(e) Continuing directors to elect directors up to quorum or to summon a general meeting of the company

The continuing Directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the minimum number fixed by these presents or the quorum fixed by the Act the continuing Directors may act for the purpose of filling up vacancies in their body or for summoning general meetings of the company but not for any other purpose.

Director may summon meeting. How questions to be decided?

79. A Director may at any time convene a meeting of the Directors. Questions arising at any meeting shall be decided by majority of votes. The chairman shall have a second or casting vote.

Power of quorum

80. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretion by or under the Articles of the Company for the time being vested on or exercisable by the Directors generally.

Chairman of directors' meeting

Amended at 9th Annual General Meeting held on 24-9-1963.

81. The President may nominate a Director as Chairman of the Directors' Meetings and determine the period for which he is to hold office. If no such Chairman is nominated, or if at any meeting the Chairman is not present within five minutes after the time for holding the same, the Directors present may choose one of their numbers to be Chairman of the meeting. The chairman shall have power to reserve for the decision of the President any matter, which in his opinion, should be so reserved.

Delegation of powers to committees

Amended at 7th Annual General Meeting held on 29-9-1961.

82. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit and may, from time to time revoke such delegation. Any Committees so formed shall in the exercise of the powers so delegated, conform to any regulations that may, from time to time, be imposed upon it by the Directors. The Proceedings of such Committees shall be placed before the Board of Directors at their next meeting.

Chairman of meeting of committees

83. A Committee may elect a Chairman of their meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the Members present may choose one of their member to be Chairman of the meeting.

When acts of directors or committee valid notwithstanding defective appointment etc

84. All acts done by any meeting of the Directors, or of a Committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

Resolution without board meeting valid

85. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

Reserve fund

Amended at Extraordinary General Meeting held on 21-2-1992.

86. Subject to such directions as may, from time to time, be issued by the President in this behalf, the Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund, to meet contingencies or for equalizing dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company, and for such other purpose as the Directors shall in their absolute discretion think conducive to the interests of the company; and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit; from time to time deal with and vary such investments, and dispose of all or any part thereof for the benefit of the Company; and may divide the reserve funds into such special funds as they think fit and employ the reserve funds or any part thereof in the business of the Company, and that without being bound to keep the same separate from the other assets.

Dividends

87. The profits of the Company available for payment of dividend subject to any special rights relating thereto created or authorized to be created by these presents and subject to the provisions of these presents as to the reserve fund shall be divisible among the members in proportion to the amount of capital held by them respectively. Provided always that (subject as aforesaid) any capital paid up on a share during the period in respect of which a dividend is declared shall only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment.

Capital paid-up in advance

88. Where the capital is paid up on any shares in advance calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest, confer a right to participate in profits.

Declaration and payment of dividends

Amended at Extraordinary General Meeting held on 21-2-1992.

89. (a) The Company in General Meeting may declare a dividend to be paid to the Members according to their rights and interest in the profits, and may fix the time for payment, but no dividend shall exceed the amount recommended by Directors.

(b) Subject to the provisions of Section 205 of the Act no dividend shall be payable except in cash.

(c) Unless otherwise directed any dividend may be paid by cheque or warrant or by a pay-slip or receipt having the force of a cheque or warrant sent through the post to the registered address of the Member or person entitled or in case of joint holders to that one of them first named in the Register in respect of the joint holding. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay-slip or receipt lost in transmission, or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay-slip or receipt or the fraudulent recovery of the dividend by any other means.

Dividend out of profits only and not to carry interest

90. No dividend shall be payable otherwise than out of the profits of the year or other period or any other undistributed profits of the Company and no dividend shall carry interest as against the Company.

When to be deemed net profits

91. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

Interim dividend

92. The Directors may, from time to time, pay to the Members such interim dividends as in their judgment the position of the Company justifies.

Debts may be deducted

93. The Directors may retain any dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which lien exists.

Dividend and call together

94. Any General Meeting declaring a dividend may make a call on the Members of such amount as the Meeting fixes, but the call on each Member shall not exceed the dividends payable to him, and the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the Members, be set off against the call. The making of a call under this clause shall be deemed ordinary business of an ordinary General Meeting, which declares a dividend.

Dividends or bonus payable wholly or partly in specific assets

Amended at Extraordinary General Meeting held on 21-2-1992.

95. Any General Meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or in the hands of the Company, and available for dividend or representing premia received on the issue of shares, and standing to the credit of the share premium account be capitalized, and distributed amongst the shareholders in accordance with their rights on the footing that they become entitled thereto as capital, and that all or any part of such capitalized fund be applied on behalf of the shareholders in paying up in full any unissued shares of the Company and that such unissued shares so fully paid be distributed accordingly amongst the shareholders in the proportion in which they are entitled to receive

dividends, and shall be accepted by them in full satisfaction of their interest in the said capitalized sum. For the purpose of giving effect to any resolution under this Article, the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular, may issue fractional certificates, and may fix the value of distribution of any specific assets, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed or that fractions of less than Re 1/- may be disregarded in order to adjust the rights of all parties and may vest any such cases of specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalized fund as may be expedient to the Directors. Where requisite, a proper contract shall be filed in accordance with Section 104 of the Indian Companies Act, and the Directors may appoint any person to sign such contract on behalf of the person entitled to the dividend or capitalized fund, and such appointment shall be effective.

Effect of transfer

96. A transfer of shares shall not pass the right to any dividend declared thereon after such transfer and before the registration of the transfer.

Retention in certain cases

97. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause (Article 19) entitled to become a Member, of which any person under that clause is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same.

Dividend to joint-holders

98. Any one of the several persons, who are registered as the joint holders of any share, may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.

Payment by post

99. Unless otherwise directed any dividend may be paid by cheque or warrant sent through the post to the registered address of the Member or person entitled or in the case of joint holders, to the registered address of that one whose name stands first on the register in respect of the joint holding; and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.

Notice of dividends

100. Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the holders of registered shares in the manner hereinafter provided.

Unclaimed dividends

Amended at Extraordinary General Meeting held on 21-2-1992.

101. The unclaimed dividends will not be forfeited and in case of such unclaimed dividends the procedure as prescribed under the provisions of section 205A of the Companies Act will be followed.

Accounts to be kept

102. The Company shall cause to be kept proper books of accounts with respect to: -

- (a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
- (b) All sales and purchases of goods by the Company.
- (c) The assets and liabilities of the Company.

Inspection of account books

103. The books of account shall be kept at the Registered Office of the Company or at such other place as the Directors shall think fit and shall be open to inspection by the Directors during business hours.

Inspection by member

104. The Directors shall, from time to time, determine whether, and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members (not being Directors) and no Member (not being a Director) shall have any right of inspecting any account or book or documents of the Company except as conferred by law or authorized by the Directors or by the Company in General Meeting.

Annual account and balance sheet

105. The Directors shall at some date not later than 18 months after the incorporation of the Company and subsequently once at least in every calendar year lay before the Company in General Meeting a Balance Sheet and Profit and Loss Account, in the case of the first Account since the incorporation of the Company and in any other case since the preceding account made up to a date not earlier than the date of the Meeting by more than nine months.

Annual report of directors

106. The Directors shall make out and attach to every Balance Sheet a report with respect to the state of the Company's affairs, the amount, if any, which they recommend should be paid by way of dividend and the amount, if any, which they propose to carry to the Reserve Fund, General Reserve or Reserve Account shown specifically on the Balance Sheet or to a Reserve Fund, General Reserve Account to be shown specifically in a subsequent Balance Sheet. The report shall be signed by the Chairman of the Board of Directors on behalf of the Directors if authorized in that behalf by the Directors.

Contents of profit & loss account

107. The Profit & Loss Account shall in addition to the matters referred to in sub-section (3) of Section 132 of the Act, show, arranged under the most convenient heads, the amount of gross income,

distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expenses of establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the Meeting and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

Balance sheet and profit & loss account to be sent to members

Amended at Extraordinary General Meeting held on 21-2-1992.

108. A copy of every such Profit and loss Account and Balance Sheet so audited (including the Auditors' Report and every document required by law to be annexed or attached to the Balance Sheet) shall at least twenty-one days before the meeting at which the same are to be laid before the Members, be sent to the Members of the Company, to holders of debentures issued by the Company (not being debentures which ex facie are payable to the bearer thereof), to trustees for the holders of such debentures and all persons entitled to receive notices of General Meeting of the Company. Provided that if the copies of the documents aforesaid are sent less than twenty-one days before the date of the meeting, they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to vote at the meeting.

Directors to comply with sections 130 to 135 of the Act

109. The Directors shall in all respects comply with the provision of Sections 130 to 135 of the Indian Companies Act (VII of 1913), or any statutory modification thereof for the time being in force.

Accounts to be audited annually

110. Once at least in every year the accounts of the Company shall be examined and the correctness of the Profit & Loss Account and Balance Sheet ascertained by one or more auditors.

Appointments of auditors

111. The Company at each Ordinary Meeting shall appoint an Auditor or Auditors to hold office until the next Ordinary Meeting and his/their appointment, remuneration, rights and duties shall be regulated by Sections 144 and 145 of the Act.

Auditor's right to attend meetings

111A. The Auditor of the Company shall be entitled to receive notice of and to attend any General Meeting of the Company at which any accounts which have been examined or reported on by them are to be laid before the Company and may make any statement or explanation they desire with respect to the accounts.

Independent external audit

112. In addition to the audit of the accounts of the Company under the provision of the Article 110 hereof, the Company shall at all times make available and give access to all accounts, account books, vouchers, documents and other papers of the Company, together with such reasonable facilities as may be required for the purpose of audit and inspection of the financial position of the Company by the Comptroller and Auditor General or any authority and Members of the staff deputed by him for the purpose. The authority appointed by the Comptroller and Auditor General will submit its report to him for such action as he may deem fit.

When accounts to be deemed finally settled

113. Every account of the Directors, when audited and approved by a General Meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof.

Whenever any such error is discovered within the period, the account shall forthwith be corrected and thenceforth shall be conclusive.

Rights of the President

Amended at Extraordinary General Meeting held on 31-3-1970.

114. Notwithstanding anything contained in any of these Articles, the following powers shall be reserved by the President to be exercised at his discretion:

(i) To give directions to the Company as to exercise and performance of its functions in matters involving national security or substantial public interest and to ensure that the Company gives effect to such directions;

(ii) To call for such returns, accounts and other information with respect to property and activities of the Company as may be required from time to time. The Directors shall duly comply with and give immediate effect to directives so issued.

Proviso to Article 114

Amended at Extraordinary General Meeting held on 27-9-1988.

Provided that all directives issued by the President shall be in writing addressed to the Chairman. The Board shall, except where the President considers that the interest of the national security require otherwise, incorporate the contents of directives issued by the President in the Annual Report of the Company and also indicate its impact on the financial position of the Company.

How notices to be served on members

115. A notice may be given by the Company to any Member either personally or by sending it by post to him to his registered address, or (if he has no registered address), to the address, if any, supplied by him to the Company for the giving of notice to him.

Notification of address by a holder of registered shares having no registered place of address

116. A holder of registered share who has no registered place of address may, from time to time, notify in writing to the Company an address, which shall be deemed his registered place of address within the meaning of the last preceding Article.

When notice may be given by advertisement

117. If a Member has no registered address and has not supplied to the Company an address for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company, shall be deemed to be duly given to him on the day on which the advertisement appears.

Notice to joint-holders

118. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder named first in the register in respect of the share.

How notice to be given to representatives of a deceased or bankrupt member

119. A notice may be given by the Company to the persons entitled to a share in consequence of the death or insolvency of a Member by sending it through the post in a pre-paid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the insolvent or by any like description, at the address (if any) supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving notice in any manner in which the same might have been given if the death or insolvency had not occurred.

To whom notice of general meetings be given

120. Notice of every General Meeting shall be given in some manner hereinbefore authorized to (a) every Member of the Company (including bearers of share warrants), except those Members who having no registered address have not supplied to the Company an address for the giving of notice to them, and also to (b) every person entitled to a share in consequence of the death or insolvency of a member who, but for his death or insolvency, would be entitled to receive notice of the Meeting.

Transferees etc bound by prior notice

121. Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which, previously to his name and address and title to the share being notified to the Company, shall be duly given to the person from whom he derives his title to such share.

How notice to be signed

122. The signature to any notice to be given by the Company may be written or printed.

How time to be counted

123. Where a given number of days' notice or notices extending over any other period is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

Distribution of assets on winding up

123A. If the Company shall be wound up, and the assets available for distribution among the Member as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up,

at the commencement of the winding up, on the shares held by them respectively. And if in a winding up, the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding up, paid up or which ought to have been paid up on the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Secrecy clause

123B. No member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate to the public.

Indemnity

124. Subject to the provision of Section 86-C of the Act, every Director, Manager, Auditor, Secretary and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may properly incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant, or in any way in the discharge of his duties; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the Members over all other claims.

Individual responsibility of directors

125. No Director, or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer of the Company or for joining in any receipt or other act for conformity, or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by the order of the Director for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own negligence or dishonesty.

Sr.	Name of the Subscriber	Address	No. of Shares	Signature of Witness
1	President of India Signed by: M K Vellodi Secretary Ministry of Defence New Delhi For and on behalf of the President of India	Ministry of Defence New Delhi	Forty Nine Thousand Nine Hundred and Ninety Five	
2	M K Vellodi Secretary Ministry of Defence New Delhi	Ministry of Defence New Delhi	One	
3	N N Wanchoo Joint Secretary Ministry of Defence New Delhi	Ministry of Defence New Delhi	One	
4	Batuk Singh Addl. Financial Advisor Ministry of Finance (Defence) New Delhi	Ministry of Finance (Defence) New Delhi	One	
5	K S Raghupathi Deputy Secretary Ministry of Defence New Delhi	Ministry of Defence New Delhi	One	
6	D P McKenna Under Secretary Ministry of Defence New Delhi	Ministry of Defence New Delhi	One	

Dated this nineteenth day of April 1954.