

(Incorporated under the Companies Act, 1956)

COMPANY LIMITED BY SHARES

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**MEMORANDUM  
AND  
ARTICLES  
OF  
ASSOCIATION  
  
OF**

**WIRES AND FABRIKS (S.A.) LIMITED**



Form I.R.

# Certificate of Incorporation.

No. 23379 of 1957.

I hereby certify that Spinning Accessories  
Private Limited.

is this day incorporated under the Companies Act,  
1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at Cuttack

this 11th day of March

One thousand nine hundred and Fifty-seven



(Sd/-)  
C. D. BHATTIA  
Registrar of Companies.



No-23379



नया ये तम्बोको के परिभाषास्थान निगमन के लिए नया प्रमाण-पत्र  
**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT  
 ON CHANGE OF NAME**

कम्पनी के रजिस्ट्रार के कार्यालय में.....

[कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन]

In the Office of the Registrar of Companies.....

West Bengal

[Under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF Wires Fabrics (S.A.) Private Limited  
7, Chittaranjan Avenue Calcutta - 700072

मे गतद्वारा प्रमाणित करता हूँ कि ..... के विषय में।  
 ..... के अधिनियम के अधीन और ..... के अधिनियम के अधीन

उक्त किया गया था, कम्पनी अधिनियम 1956 की धारा 21/22(1)(क)/22(1)(ब) के निर्वाहों के अनुसार आवश्यक संशोधन प्राप्त कर  
 चुकी है और इसकी बाबत केन्द्रीय सरकार की लिखित अनुमति के द्वारा कम्पनी द्वारा प्रदान कर दी गई है।

I hereby certify that Wires Fabrics (S.A.) Private Limited, which was originally incorporated on 9th day of March 1957 under the Companies Act, 1956 under the name Spinning Accessories Limited having duly passed the necessary resolution in terms of section 21/22(1)(a)/22(1)(b) of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

केन्द्रीय निदेशक के तारीख ..... के पत्र सं. .... द्वारा प्राप्त हो  
 जाने पर उक्त कम्पनी का नाम इस दिन ..... के अधिनियम में तब्दील कर दिया गया है और यह  
 प्रमाण-पत्र उक्त अधिनियम की धारा 23 (1) के अनुसार जारी किया जाता है।  
 Regional Director Eastern Region letter No. A.D./T/6979 dated 4th December 1982  
 the name of the said company is this day changed to Wires and Fabrics (S.A.) Private  
 Limited and this certificate is issued pursuant to section 23(1) of the said Act.

ये हेतुकार से यह तारीख ..... को दिया गया।  
 Given under my hand at Calcutta this day of 5th January 1983.  
 (One thousand nine hundred eighty three.)



West Bengal  
 कम्पनी का रजिस्ट्रार  
 Registrar of Companies  
West Bengal  
 Asst. Registrar of Companies,  
West Bengal

\*यहाँ पर कम्पनी का वह नाम लिखिए जो कि तब्दीली से पूर्व था।

\*Here give the name of the Company as existing prior to the change.

\*यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अधीन कम्पनी का मूलतः रजिस्ट्रीकरण और निगमन किया गया था।

\*Here give the name of the Act(s) under which the Company was originally registered and incorporated.

वे. एम्. सी.-7

J. S. C.-7.

प्रमाणपत्र-300-18 अथवा एडमि/76-77-प्रमाणपत्र-(सी-407)-26-A-76-10,000.

HJPTC-396-17 Govt. A.Jmp./76-77-GJPTC-(C-407)-36-2-76-10,000.



No-233.79



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT  
ON CHANGE OF NAME

होमिनिडी के संरक्षार के आवश्यकता में

[कम्पनी अधिनियम, 1956 (1950 का 1) के अधीन]

in the Office of the Registrar of Companies

West Bengal.  
[Under the Companies' Act, 1956 (1 of 1956)]

[Under the Companies' Act, 1956 (1 of 1956)]

IN THE MATTER OF: Wires and Fabrics (S.A.) Private Limited.  
7, Chittaranjan Avenue Calcutta-7

7, Chittaranjan Avenue Calcutta-72

..... संस्थानमिति जिह्मका निवर्तन मूलतः १७..... के..... के

दिन इस : अभियान के अधीन और सर्वोपरि न्याय

है और इसका प्रभाव भारतीय सरकार की लिखित भूमिति का प्रभाव कम हो गया है।

I hereby certify that Muzas and Partners Pvt. Ltd., Limited, which was originally incorporated on 9.16.57 under the name of March 17, 57 under the Companies Act, 1956, and changed its name to Spinning Accessoria Pvt. Ltd. having duly passed the necessary resolution in terms of section 212(1)(b) of Companies Act, 1956, and the approval of the Central Government stand in favour of having been recorded thereto in the Department of Company Affairs.

अधिकांश निर्दोष के साक्षि ..... के दण्ड ..... द्वारा प्राप्त हो  
 पाए गए उक्त घटनाओं का साथ २३ दिनांक ..... परिसीमित में तब्दील कर दिया गया है और यह  
 प्रमाण-पत्र उक्त अधिनियम की धारा 23 (1) के अनुसार जारी किया जाता है।

Regional Director.....X.....letter No.....X.....dated.....X.....19.....  
the name of the said company is this day changed to.....WIRELESS and FABRIKS (S.A.) Limited.....  
Limited and this certificate is issued pursuant to section 23(i) of the said Act.

अरे हस्ताक्षर से यह सादीच

Given under my hand & seal of the said Court, this day of 15 2 1985  
(One thousand nine hundred eighty five).

100



  
 कम्पनियों का रजिस्ट्रार  
 A-चौक-Registrar of Companies.  
 वाट बजल.

२. यहाँ पर हमनी का यह गह भाव लिखिए जो कि तब्दीली से पर्य था ।

\*Here give the name of the Company as existing prior to the change.

यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अर्वात कम्पनी का मूलतः रजिस्ट्रारिण और निगमन किया गया था ।  
Here give the name of the Act(s) under which the Company was originally registered and incorporated.

U.S. PAT. OFF. 7

1. 2. 3. 4. 5. 6. 7. 8. 9. 10. 11. 12. 13. 14. 15. 16. 17. 18. 19. 20. 21. 22. 23. 24. 25. 26. 27. 28. 29. 30. 31. 32. 33. 34. 35. 36. 37. 38. 39. 40. 41. 42. 43. 44. 45. 46. 47. 48. 49. 50. 51. 52. 53. 54. 55. 56. 57. 58. 59. 60. 61. 62. 63. 64. 65. 66. 67. 68. 69. 70. 71. 72. 73. 74. 75. 76. 77. 78. 79. 80. 81. 82. 83. 84. 85. 86. 87. 88. 89. 90. 91. 92. 93. 94. 95. 96. 97. 98. 99. 100. 101. 102. 103. 104. 105. 106. 107. 108. 109. 110. 111. 112. 113. 114. 115. 116. 117. 118. 119. 120. 121. 122. 123. 124. 125. 126. 127. 128. 129. 130. 131. 132. 133. 134. 135. 136. 137. 138. 139. 140. 141. 142. 143. 144. 145. 146. 147. 148. 149. 150. 151. 152. 153. 154. 155. 156. 157. 158. 159. 160. 161. 162. 163. 164. 165. 166. 167. 168. 169. 170. 171. 172. 173. 174. 175. 176. 177. 178. 179. 180. 181. 182. 183. 184. 185. 186. 187. 188. 189. 190. 191. 192. 193. 194. 195. 196. 197. 198. 199. 200. 201. 202. 203. 204. 205. 206. 207. 208. 209. 210. 211. 212. 213. 214. 215. 216. 217. 218. 219. 220. 221. 222. 223. 224. 225. 226. 227. 228. 229. 230. 231. 232. 233. 234. 235. 236. 237. 238. 239. 240. 241. 242. 243. 244. 245. 246. 247. 248. 249. 250. 251. 252. 253. 254. 255. 256. 257. 258. 259. 260. 261. 262. 263. 264. 265. 266. 267. 268. 269. 270. 271. 272. 273. 274. 275. 276. 277. 278. 279. 280. 281. 282. 283. 284. 285. 286. 287. 288. 289. 290. 291. 292. 293. 294. 295. 296. 297. 298. 299. 300. 301. 302. 303. 304. 305. 306. 307. 308. 309. 310. 311. 312. 313. 314. 315. 316. 317. 318. 319. 320. 321. 322. 323. 324. 325. 326. 327. 328. 329. 330. 331. 332. 333. 334. 335. 336. 337. 338. 339. 340. 341. 342. 343. 344. 345. 346. 347. 348. 349. 350. 351. 352. 353. 354. 355. 356. 357. 358. 359. 360. 361. 362. 363. 364. 365. 366. 367. 368. 369. 370. 371. 372. 373. 374. 375. 376. 377. 378. 379. 380. 381. 382. 383. 384. 385. 386. 387. 388. 389. 390. 391. 392. 393. 394. 395. 396. 397. 398. 399. 400. 401. 402. 403. 404. 405. 406. 407. 408. 409. 410. 411. 412. 413. 414. 415. 416. 417. 418. 419. 420. 421. 422. 423. 424. 425. 426. 427. 428. 429. 430. 431. 432. 433. 434. 435. 436. 437. 438. 439. 440. 441. 442. 443. 444. 445. 446. 447. 448. 449. 450. 451. 452. 453. 454. 455. 456. 457. 458. 459. 460. 461. 462. 463. 464. 465. 466. 467. 468. 469. 470. 471. 472. 473. 474. 475. 476. 477. 478. 479. 480. 481. 482. 483. 484. 485. 486. 487. 488. 489. 490. 491. 492. 493. 494. 495. 496. 497. 498. 499. 500. 501. 502. 503. 504. 505. 506. 507. 508. 509. 510. 511. 512. 513. 514. 515. 516. 517. 518. 519. 520. 521. 522. 523. 524. 525. 526. 527. 528. 529. 530. 531. 532. 533. 534. 535. 536. 537. 538. 539. 540. 541. 542. 543. 544. 545. 546. 547. 548. 549. 550. 551. 552. 553. 554. 555. 556. 557. 558. 559. 560. 561. 562. 563. 564. 565. 566. 567. 568. 569. 570. 571. 572. 573. 574. 575. 576. 577. 578. 579. 580. 581. 582. 583. 584. 585. 586. 587. 588. 589. 590. 591. 592. 593. 594. 595. 596. 597. 598. 599. 600. 601. 602. 603. 604. 605. 606. 607. 608. 609. 610. 611. 612. 613. 614. 615. 616. 617. 618. 619. 620. 621. 622. 623. 624. 625. 626. 627. 628. 629. 630. 631. 632. 633. 634. 635. 636. 637. 638. 639. 640. 641. 642. 643. 644. 645. 646. 647. 648. 649. 650. 651. 652. 653. 654. 655. 656. 657. 658. 659. 660. 661. 662. 663. 664. 665. 666. 667. 668. 669. 670. 671. 672. 673. 674. 675. 676. 677. 678. 679. 680. 681. 682. 683. 684. 685. 686. 687. 688. 689. 690. 691. 692. 693. 694. 695. 696. 697. 698. 699. 700. 701. 702. 703. 704. 705. 706. 707. 708. 709. 710. 711. 712. 713. 714. 715. 716. 717. 718. 719. 720. 721. 722. 723. 724. 725. 726. 727. 728. 729. 730. 731. 732. 733. 734. 735. 736. 737. 738. 739. 740. 741. 742. 743. 744. 745. 746. 747. 748. 749. 750. 751. 752. 753. 754. 755. 756. 757. 758. 759. 760. 761. 762. 763. 764. 765. 766. 767. 768. 769. 770. 771. 772. 773. 774. 775. 776. 777. 778. 779. 780. 781. 782. 783. 784. 785. 786. 787. 788. 789. 790. 791. 792. 793. 794. 795. 796. 797. 798. 799. 800. 801. 802. 803. 804. 805. 806. 807. 808. 809. 810. 811. 812. 813. 814. 815. 816. 817. 818. 819. 820. 821. 822. 823. 824. 825. 826. 827. 828. 829. 830. 831. 832. 833. 834. 835. 836. 837. 838. 839. 840. 84

५-१०७३-२-४८-१-६९-४४५५ एकाईस/७५-७७—आरम्भिक—(६१-४०७)—२६-४-७७—१०,०००

1. IPTC-376-19 Genl. Admin./75-77-G/PTC-(C-107)-26-B-76-10.D000

(Incorporated under the Companies Act, 1956)

COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

OF

## WIRES AND FABRIKS (S.A.) LIMITED

1. The name of the Company is **WIRES AND FABRIKS (S.A.) LIMITED**.
2. The registered office of the Company will be situated in the State of West Bengal.
3. The objects of the Company extend to all the States of India and these are :-
  - (a)(1) To manufacture, buy, sell, exchange, work, alter, improve, import, export and otherwise deal in all kinds of Bobbins, Bobbin ends, Card Staves, Card pins, Gill pins, Shuttles, Spools and all other accessories, parts, articles, components and things used in the Jute and Cotton Mill business and other textile mills.
  - (2) To manufacture, buy, sell, exchange, work, alter, improve, import, export and/or otherwise deal in all kinds of wire mesh, fourdrinier wire cloth, synthetic wire cloth, stainless steel wire cloth, wire, sheet metal (ferrous and non-ferrous) and to carry on the business of wire drawing and sale of wire cloth of all varieties.
  - (3) To manufacture, produce, process, compound, mix, pack, formulate, condense, distill, rectify, sterilize, pasteurize, steam, evaporate, vapourise, cool, filter, commercialise, develop, treat, cure, refine, extract, operate, manipulate, prepare, purify, protect, preserve, disinfect, turn to account, and to act as broker agent, stockists, distributors, consultants, collaborator, buyer, seller, exporter, importer, job worker, vendor, contractor, supplier or otherwise to deal in all types of organic, inorganic, industrial, laboratory, photographic, fine, biological, pathological, pharmaceutical and other chemicals, compounds, drugs, formulations, preparation, acids, solvents, oils, solutions, derivatives, fluids, products, by-products, residues, catalyst, reagents, mixtures concentrates, lumps, powders, granules and allied items.
  - (4) (i) To Carry on the business to promote, encourage, establish, provide, maintain, conduct, subsidise and run testing laboratories, research laboratories, experimental workshops, scientific laboratories, investigation centers and other organizations for examination, analysis, investigations, test, experiment & research on behalf of government, semi-government, local authorities, private bodies and general public for all kinds of materials,

including pharmaceuticals, drugs, chemicals, metallurgicals, electronic, cement, electricals, cement, electronic, agricultural edibles, and other items of industrial, domestic or commercial use.

- (ii) To buy, sell, import, export, consign, store, clean, recondition & develop or otherwise to deal in all types of intermediaries, chemicals, instruments, equipments, apparatus, accessories, fittings, goods, articles or things which are required for the attainment of the above objects.
- (5) To engage, deal, generate, receive, produce, improve, buy, sell resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, consult, supply, captive consume and to act as agent, broker, representative, consultant, collaborator, or otherwise to deal in power/electricity in all its branches at such place or places in India or abroad as may be permitted by appropriate authorities by establishment of wind power plants, atomic power plants and any other type of power generation plants using conventional and/or non conventional energy sources in use and as may be developed/invented in future and to acquire concessions, facilities or licenses from electricity boards, government, semi governments or local authorities for generation, distribution, production, transmission or use of electric power and to take over along with all movable and immovable properties, the existing facilities on mutually agreed terms from aforesaid authorities.
- (6) To construct, build, establish, erect, promote, undertake, acquire, own, operate, transport, equip, manage, renovate, recondition, turn to account, maintain, keep and to run cold storages, storage chambers, ice-plants, godowns, warehouse, refrigeration house freezing houses, for storing, warehousing, keeping preserving & commercialising all kinds of vegetarian and non-vegetarian foods, crops & commodities, such as fish, meat, eggs, poultry products, protein foods, sweets, processed foods, fruit products, bakery products, bacons, soft drinks, liquors, medicines, chemicals, human & animal bodies and its parts, sausages roots or other substances made from all or any of them whether kept loose, packed, canned, tinned or in any other form whatsoever and to act as buyer, seller, financier, auctioneer, stockists, distributor, importer, exporter or otherwise to deal in all sorts of commodities, vegetables, fruits, edible and similar goods.
- (7) To carry on the business as designers, researchers, developers, manufacturers, buyers, assemblers, modifiers, installers, reconditioners, sellers, hirers, sub-lessors, dismantlers, repairers, operators, exporters, importers, distributors, and to act as agent, broker, adatia, consignor, C & F agent, indenting agent, representative, correspondent, franchiser, stockist supplier, vendor, transporter, collaborator, export house or otherwise to deal in all its branches in automatic, semi automatic, manual and other types of tools, tackles, instruments, apparatus, systems & equipments, including lates, turret-lathes, capstan lathes, engine lathes, drills, drilling machines, shaping machines, planning machines, milling machines, grinding machines, slotting machines, broaching machines, boring machines, hobbing machines, coning machines, lapping machines, punching machines and other allied goods, whether used for special

operations or for general operations, and whether operated on human, electrical, magnetic, electro magnetic, chemical, electro chemical, photo chemical, solar, tidal wind, nuclear, thermal, thermonuclear or other form of energy and their parts, products assemblies, sub assemblies, components, instruments, raw materials, display units, control devices, peripheral devices, elements gadgets, circuits, micro circuits, used in machine tools including boules, bars, slices, round, wafers, sheets, clips, micro clips, powders, fluids, gases, solids which may be polished, processed, coated, fused, diffused, or otherwise treated.

- (8) To carry on the business of manufacturing, buying, selling, reselling, trading, importing, exporting, exchanging, hiring, distributing, supplying, subcontracting, altering, improving, assembling, cleaning, servicing, cutting, shaping, milling, rolling, re-rolling, forging, stamping, casting, laminating, reconditioning, renovating, designing, developing, modifying, finishing and to act as stockists, franchisers, agents, brokers, lessors, warehousers, wholesales, retailers, job-workers or otherwise to deal in all types, varieties, models, shapes, sizes, specifications descriptions, applications, and uses of replacement parts, spare parts, systems, assemblies, accessories, tools, implements, motors, power units transmission & propulsion systems, chassis, bodies, substances, equipments, dies, jigs, structures, mould, gauges, beams, and other allied goods, articles & things for motor cars, trawler, trucks, tankers, buses, cycles, cars, race cars, defence vehicles, ambulances, tempoes, tractors, motor lorries, motor cycles, omnibuses, vans, jeeps, scooters, locomotives, tanks, mopeds, three wheelers and other vehicles of all kinds and descriptions used for defence and transporting, passengers, gods and animals.
- (9) To carry on the business of manufacturer, drawers, developers rollers, re-rollers, extruders, converters, makers, designers importers, exporters, agents, stockists, brokers, traders, distributors, suppliers, providers, job-workers dye casters, metallurgists, wholesalers, retailers, concessionaires, fabricators, cutters, moulders, or otherwise to deal in all shapes, sizes varieties, dimensions, specifications, descriptions, applications and uses such as rods, pipes, nuts, bolts, nails, springs, metal plates, circles, cables coils, conductors, foils, furnitures, rails, grille, doors, windows, ladders monuments, articles, squares, flats hexagons, rounds, rectangular, architectural and transport sections etc. used for engineering, industrial agricultural, transport, commercial, domestic, building, power, transmission and construction purposes, whether made of brass or its combination with plastic, fiber, aluminium, copper and any other ferrous or non-ferrous materials.
- (10) To carryon business of manufacturing, processing, producing, washing, dyeing, ginning, pressing, spinning, weaving, crimping, texturising carding, bleaching, combing, doubling, finishing, calendaring, sizing, colouring, printing, mercerizing, reeling, winding, throwing, embroidering, blending, sorting, garneting, stretching, drying, drawing, cutting, improving, buying, selling, reselling, importing, exporting, transporting, storing, fabrication, developing, marketing, or supplying, and to act as broker, trader, agent, C & F agent, distributor, representative, consultant, collaborator, adatia, stockist, liasioner, job worker, export house or otherwise to deal in all types of textile goods, dress materials, fabrics, cloths, yarns, such



## WIRES AND FABRIKS (S.A.) LIMITED

as nets, matting, hosiery, plastic cloths, water proof fabrics, pavliners, americal clothes, imitation leather and rubber cloths, tents durries, ropes, rugs, furnishing cloths, tapestries, curtain cloths, blankets, carpets, carpet backing, gloves laces, terry fabrics, velvet, georgette, gaberdine, pashminas, floor cloths, twid, patto, canvas, khaddar, denim, stone wash, suitings, shirtings, sarees and other similar items materials like cotton, flax, hemp, linen, wool, nylon, viscose, ramie, polyster, silk, art silk, rayon, jute, staple fibers, cashmilon, filaments, terecotton, monofilaments, multifilaments, acrylics, polynosic, polyproperline, polymide, polymethane, cellulose, dropping spun or other fibrous substances or any combination thereof available at present and as may be invented in future.

- (11) To carryon the business as manufacturers, producers, processors, importers, exporters, buyers, sellers, stockiest, agents, contractors, exchangers, providers, distributors, job-workers, collaborators, consultants, transporters, suppliers and dealers in all kinds, classes, applications, specifications, descriptions, characteristics, colors and use of papers including writing papers, printing papers, absorbent papers, packing & wrapping papers, wall and ceiling papers, new print papers, filter papers, antique papers, ivory finish paper, art papers, board papers, became, brown or bug papers, ivory finish paper, art papers, board papers, became, brown or bug papers, bible papers, cartridge papers, cloth lined papers, wove papers, cream laid and wove papers, corrugated craft linear papers, specialty papers, grease proof papers, gummed papers, hand made papers, parchment papers, drawing papers, craft papers, manila papers, envelope papers, tracing papers, vellum papers, water proof papers, carbon and carbonless papers, ammonia papers, chemically treated papers, polished, corrugated, laminated or otherwise and any raw materials, intermediates, ingredient, substances, consumables and allied materials thereof.
- (12) To carry on all or any of the business of and to act as export/import merchants, sales and buying agents, distributors bankers, traders, commission agents, or in any other capacity in any part of the world and to import, export, buy sell, barter, exchange pledge, made advances upon or otherwise deal in goods, produce, commodities, substances, materials, articles and merchandise from in and to all parts of the world.
- (b) To purchase, sell, establish, lease or acquire, deal in, develop, and carry on branches, trading stations, mills, tea and other produce, jute, gunny and hessian, plantations, gardens, forests, estates, factories, collieries, wood distilleries and auxiliary plants, stores and depots, and to purchase, sell, mining lease or otherwise acquire, deal in, carry on, develop and improve any business or any real or personal or movable or immovable property or any undivided or other interest therein.
- (c) To carry on business as buyers, sellers, importers, exporters, manufacturers, producers, dealers, commission agents and otherwise in all kinds of and other mercandise, commodities and articles of consumption of all kinds in India or elsewhere.
- (d) To purchase, sell, barter, exchange, pledge, make advances upon or otherwise deal in all kinds of goods, articles and merchandise.

- (e) To own, establish or have and maintain factories, warehouse, storerooms and other places for the production, custody, bailment, deposit or protection of goods or for having them for sale or otherwise.
- (f) To buy, sell, make and deal in goods, stores, consumable articles, chattels and effects of all types and to transact every type-of agency business or work or transaction and to generally enter in all such business and to do all such acts and things as may be conducive to the business or businesses of the company.
- (g) To carry on any other Industry, trade or business whether manufacturing, commercial or otherwise and as general merchants, contractors, agents, guarantors, insurers exporters, factors, warehousemen, transporters etc.
- (h) To establish, construct, maintain and run chemical factories, sugar factories, plastic works, *paper mills*, *jute mills*, *cotton mills*, paint factories, cement factories and other concerns and any or all such manufacturing works; and to carry on business of the dealers, commission and selling agents and banians of any or all such concerns.
- (i) To set up and operate research laboratories for conducting scientific research on subjects and problems connected with technical and commercial objects.
- (j) To engage in agriculture and forestry and utilise market or deal in the products.
- (k) To devise, design and construct machinery and plant for experimental and industrial use.
- (l) To buy, sell, export, import, barter, exchange, pledge, make advances upon and otherwise deal or speculate in gold, bullion, shares stock, securities and debentures of joint stock companies, jute, gunny, linseed, cotton and other commodities, goods, articles and merchandise.
- (m) To carry on mining and any business relating to the mining and working of minerals and ores, the production and working of metals, coal, bricks, clay, limestone and other substances and the production, manufacture and preparation of any other materials and either for the purposes only of such contracts or as an independent business and to undertake and execute any contracts for works involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.
- (n) To act as Managing Agents, Secretaries or Managers of any other company.
- (o) To obtain from any Government or authority wheresoever any order or licences, concessions, privileges and rights or other form of statutory or official authority that may seem to the Company conducive to the carrying into effect of any of the objects of the Company and to exercise, utilise and comply with the same.
- (p) To apply for, purchase or otherwise acquire, any patents, trade marks, brevets d'invention, licences, concessions, and the like conferring any exclusive or non-exclusive or limited



right to use, or any secret or other information as to any invention which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem to the Company calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.

- (q) To take all necessary or proper steps in any legislature (Central or Provincial) or with the authorities. Government, local, municipal or otherwise, of any place in which the Company may have interests, and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interest of its members, and to oppose any steps taken by any person or company which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.
- (r) To procure the registration or incorporation of the Company in or under the laws of any place outside the state of West Bengal.
- (s) To construct, purchase, lease or otherwise acquire any railway or tramway in or through the Company's lands or in the vicinity thereof and to enter into (either alone or jointly with others and either with or without the concurrence of owners or other persons interested in lands adjacent to or in the vicinity of the Company's lands) any contracts, engagements or arrangements with any railway company or persons regarding any line or branch line of railway or tramway which may be constructed so as to extend to the company's land or any places in the vicinity thereof.
- (t) To purchase or otherwise acquire and undertake all or any part of the business, property and transactions and liabilities of any persons or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
- (u) To erect, construct, lay down, acquire, enlarge, alter and maintain work, manage or control any roads, reservoirs, Water-courses, buildings, works and machinery necessary or convenient in the opinion of the Company for the business of the company or to contribute to or otherwise assist or take part in the erection, construction, laying down, enlargement, alteration, maintenance, working management or control thereof.
- (v) To borrow or raise or secure the payment of money in such manner and on such terms and with such rights, powers and privileges as may be thought fit and in particular by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company and with a view thereto to mortgage and charge the undertaking and all or any of the immovable and movable property present or future and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay off any such securities.

- (w) To issue and deposit any securities which the Company has power to issue by way of mortgage or charge to secure any sum, and also by way of security for the performances of any contracts or obligations of the Company.
- (x) To receive money on deposit or loan upon such terms as may be thought fit.
- (y) To make, accept, endorse, discount, negotiate and execute and to buy, sell and deal in promissory notes, bills of exchange, bills of lading and other negotiable transferable instruments.
- (z) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits, assets or other similar documents issued or to be issued by any Government authorities, corporation or body, or by any other company and any options or rights in respect thereof, and to buy and sell foreign exchange and generally to invest and deal with the moneys of the Company in or upon such securities and in such manner as from time to time be determined.
- (aa) To pay for any property or rights acquired by the Company, either in cash or by the allotment of fully or partly paid shares of this Company with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another, and generally on such terms as the company may determine.
- (bb) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing any of the shares or debenture capital or other securities of the Company, or in or about the formation or promotion of the company or the conduct of its business, and to pay the preliminary expenses of the company.
- (cc) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company, either in cash, by instalments or otherwise or in shares of any company with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or in debentures or debenture stock or other securities of any company or corporation, or by mortgages or partly in one mode and partly in another and generally on such terms as the company may determine, and to hold, deal with or dispose of any consideration so received.
- (dd) To enter into partnership or any arrangement for sharing profits union of interests or co-operation to assist or subsidise any person or company, carrying on or proposing to carry on any business within the objects of this company or capable of being conducted so as directly or indirectly to benefit this company and to acquire, hold and deal with shares and securities of any such company.
- (ee) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and

liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this company, and to acquire and hold shares, stock or securities of and guarantee the payment of the dividends or capital of any shares or stock or the interests of principal of any securities issued by or any other obligation of any company promoted by this Company or in which this company may be interested.

- (ff) To amalgamate with any person or company whose objects and business are or include objects and business similar to those of this company, whether by sale or purchase (for fully or partly paid shares or otherwise) of all the shares or stock of any such other company, or in any other manner.
- (gg) To sell, improve, manage, develop, turn to account, exchange let on rent, royalty, share or profits, salami or otherwise, mortgage grant licences easements, options and other rights in respect of, and in any other manner deal with or dispose of the undertaking of the Company or any part thereof, or all or any of the assets and property for the time being of the company, and for any consideration, whether in cash or in shares (fully or partly paid), debentures, debenture stock or other interests in or securities of any company having objects altogether or in part similar to those of this company.
- (hh) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (ii) To grant funds, annuities, pensions, allowances, gratuities and bonuses to any employees or ex-employees (including directors and ex-Directors) of the Company or the relations, connections, or dependants of any such persons and to establish support or contribute towards association, institutions, clubs, schools, funds, schemes and trusts (religious, scientific, educational, provident or otherwise) which may be considered or calculated to benefit any such persons or the public or otherwise advance the interests of the Company or of its members and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object or earmark a portion of the profits of the Company or create a fund or funds for any such objects or purposes.
- (jj) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or fund or for any exhibition or for any purpose which in the opinion of the Board of Directors may be likely directly or indirectly to further the objects of the Company or the interest of its members.

- (kk) To undertake the management of any company or other business and to act as managing agents, secretaries or managers of any company, firm or person and to undertake and transact all kinds of agency business and to appoint agents and establish agencies, or branches of the Company in any part of the world.
- (ll) To distribute among the members in specie any assets or property of the Company.
- (mm) To do all or any of the above things in any part of the words, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors trustees or otherwise.
- (nn) To do all such other things as are incidental or conducive in the opinion of the Board of Directors to the above objects or any of them.

And it is hereby declared that the word "Company" in this clause except where used in reference to this Company only shall be deemed to include any firm, partnership or other body of persons whether incorporated or not incorporated and whether domiciled in India or elsewhere and whether existing or hereafter to be formed and that the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be independent main objects and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause.

4. The liability of the members is limited.
5. The Authorised share capital of the Company is Rs. 26,00,00,000/- (Rupees Twenty Six Crores only) divided into 2,50,00,000 (Two crores fifty lacs) Equity shares of Rs. 10/- each and 10,00,000 (Ten Lacs) Redeemable preference shares of Rs. 10/- each with power to increase or decrease its capital from time to time and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges, conditions or restrictions 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.

**WIRES AND FABRIKS (S.A.) LIMITED**

We, the several person whose names, address and descriptions hereunto subscribed are desirous of being formed into a Company in accordance with this Memorandum of Association and we respectively agree to take the number of shares set opposite to our respective names.

| Names, Addresses and description of Subscribers                                | Number of Equity Shares taken by each Subscriber | Names, Addresses and description of Witness  |
|--|--|--|
| <b>Sawalram Fogla</b><br>372, Upper Chitpur Road<br>Calcutta-7<br>Merchant     | 100<br>(Equity Shares )                          | <b>Arabinda Kumar Dutta</b><br>21/2A, RajendraDeb Road<br>Calcutta-7<br>Service Holder |
| <b>Gouri Shankar Saraogi</b><br>29 Burtalla Street<br>Calcutta-7<br>Landholder | 100<br>(Equity Shares )                          |  |
| <b>Dolgobinda Pal</b><br>151, Beliaghata Main Road<br>Calcutta-10<br>Merchant  | 100<br>(Equity Shares)                           |  |
| <b>Ram Ballabh Modi</b><br>29, Burtalla Street<br>Calcutta-7<br>Merchant       | 100<br>(Equity Shares )                          |  |

Calcutta, the 6th day of March, 1957.



(Incorporated under the Companies Act, 1956)

PUBLIC COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

OF

# WIRES AND FABRIKS (S.A.) LIMITED

1. The regulations contained in the Table 'A' in the First Schedule of the Companies Act, 1956 shall not apply to this Company except so far as the same are repeated or expressly made applicable in these Articles or by the Act. Table 'A' Not to apply
2. The regulations for the 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 resolutions as prescribed or permitted by the Act, be and such as are contained in these Articles.
3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act, 1956. Interpretation

The marginal notes hereto are inserted for convenience and shall not affect the construction hereof and in these presents, unless there be something in the subject or context in consistent therewith :-

"The Act" means the Companies Act, 1956 and includes where the context so admits any re-enactment or statutory modification thereof for the time being in force.

"These articles" means these Articles of Association as originally framed or as from time to time altered in accordance with the provisions contained in these Articles and in the Act.

"Beneficial owner" shall mean beneficial owner as defined in clause(a) of sub section(1) of Section 2 of the Depositories Act, 1996.

"The Board of Directors" or "the Board" means the Board of Directors for the time being of the company.

"The Company" means "WIRES AND FABRIKS (S.A.) LIMITED."



"Depository" shall mean a Depository as defined under clause (e) of sub-section(l) of Section 2 of the Depositories Act, 1996.

"Depository Act, 1996" shall include any statutory modification or enactment thereof.

"The Directors" means the Director for the time being of the Company.

"The Managing Director/Joint Managing Director/Whoietime Director means the Managing Director/Joint Managing Director/Wholelime Director for the time being of the company.

"The Manager" means the Manager appointed as such for the time being of the company.

"Members" means the duly registered holder from time to time of the shar-es of the Company and includes the subscribers of the Memorandum of the Company and the beneficial owner(s) as defined in clause(a) of sub-section(l) of Section 2 of the Depositories Act, 1996.

"Month" means calendar month.

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

"Proxy" includes Attorney duly constituted under a power of Attorney.

"Register" means the Register of Members of the Company required to be kept by section 150 of the Act.

"The Registrar" means the Registrar of Companies, West Bengal.

"Seal" means the Common Seal of the Company.

"The Secretary" means the Secretary for the time being of the company.

"In Writing" and "Written" include printing, lithography and other modes of representing or reproducing words in a visible form.

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

Words importing masculine gender also include the feminine gender. Words importing persons include corporations.

Company not  
to purchase its  
own shares

4

(A) The Company shall have the power, subject to and in accordance with all other applicable provisions of the Act to purchase any of its own shares whether or not they are redeemable, at such rate(s) and on such terms and conditions as the Board may deem fit and appropriate and make the payment for such purchase(s) and to keep them live and/or reissue from time to time

such number(s) of shares so purchased at such rate(s) and on such terms and conditions as the Board may deem fit and appropriate.

- (B) Except to the extent permitted by Section 77 or other applicable provisions (if any) of the Act, the Company shall not give whether directly or indirectly and whether by means of a loan, guarantee, provision of security or otherwise, any financial assistance for the purpose of, or in connection with the purchase or a subscription made or to be made by any person for any shares in the Company.

### SHARE CAPITAL

5. (1) The Authorised share capital of the Company is Rs. 26,00,00,000/- (Rupees Twenty Six Crores only) divided into 2,50,00,000 (Two crores fifty lacs) Equity shares of Rs.10/-each and 10,00,000 (Ten Lacs) Redeemable preference shares of Rs.10/-each with power to increase or decrease its capital from time to time and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges, conditions or restrictions 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 and also to acquire purchase, hold re-sell any of its own fully/partly paid shares and/or preference Share whether redeemable or not, to make any payment out of capital or out of the funds at its disposal for and in respect of such purchase subject to the provisions of the Act in force from time to time.
- (2) 1. The Company may issue shares and quasi equity instruments with differential rights, as to dividend, voting or otherwise in accordance with such rules as may be prescribed or hybrids, derivatives and options as may be allowed under the Companies Act or any other regulations/enactment, from time to time.
2. The company shall have power, subject to and in accordance with all applicable provisions of the Act, to purchase any of its own fully paid shares whether or not they are redeemable and may make a payment out of capital in respect of such purchases.

### SHARES

6. (1) Subject to the provision of these Articles, the Shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons on such terms and conditions, at such times, either at par or at a

Allotment of  
Shares

premium, and for such consideration as the Board thinks fit. Provided that where at any time ( after the expiry of two years from the formation of the company or at any time after the expiry of one year from the allotment of shares in the company made for the first time after its formation, whichever is earlier) it is proposed to increase the subscribed capital of the company by the allotment of further shares, then, subject to the provisions of section 81(1 A) of the Act, the Board shall issue such shares in the manner set out in Section 81 (1) of the Act. Provided that option or right to call of any shares shall not be given to any person except with the sanction of the Company in general meeting.

- 2) Subject to the provisions of the Companies Act, 1956, and subject to any directions which may be given by the Company in General Meeting, the Board of Directors may offer, issue and allot any Equity Shares and/or any Securities convertible into Equity Shares and/or Securities linked to Equity Shares and/or Shares, Convertible/Non-convertible into Equity Shares or to offer, issue and allot any warrants with an entitlement to Equity Shares without or with any other Securities in such manner and on such terms and conditions as the Board may deem fit.

(A) 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. Except in the manner herein before mentioned, no share shall be sub-divided . Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.

7. As regards all allotments made from time to time the company shall duly comply with Section 75 of the Act.

**Restriction of Allotment**

8. If the Company shall offer any of its shares to the public for subscription :
  - 1) No allotment thereof shall be made unless the amount stated in the prospectus as the minimum subscription has been subscribed and the sum payable on application thereof has been paid to and received by the Company; but this provision shall no longer apply after the first allotment of shares offered to the public for subscription.
  - 2) The amount payable on application on each share shall not be less than 5 percent of the nominal amount of the share; and

- 3) The Company shall comply with the provisions of sub-section (4) of Section 69 of the Act.
9. The Company may exercise the powers of paying commission conferred by Section 76 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the commission shall not exceed 5 percent of the price at which any shares, in respect whereof the same is paid, are issued or 2.5 percent, of the price at which any debentures issued (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The company may also on any issue of shares or debentures, pay such brokerage as may be lawful. Commission of Brokerage
10. With the previous authority of the company in general meeting and the sanction of the appropriate authority mentioned in, and upon otherwise complying with Section 79 of the Act, the Board may issue at a discount shares of a class already issued. Shares at a discount
11. If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the share or by his executor or administrator. Instalments on shares to be duly paid
12. The joint-holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share. Liability of Jointholders of shares
13. Except as ordered by a Court of competent jurisdiction or as by law required, 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 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 other person whether or not it shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any two or more persons or the survivor or survivors of them. Trust not recognised
14. Shares may be registered in the name of any person, company or other body corporate. Not more than four persons shall be registered as joint holders of any share.
- (A) The Company shall be entitled to dematerialise its existing shares, rematerialise its shares held in the Depositories and/or to offer its fresh shares in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any. Who may be registered

## CERTIFICATES

15. Subject to the provisions of the Companies (Issue of Share Certificates) Rules, 1960, or any statutory modification or re-enactment thereof, share certificates shall be issued as follows:-

### Certificates

- (1) The Certificates of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company which shall be affixed in the presence of (i) two Directors or a Director and a person acting on behalf of another Director under a duly registered power of attorney or two persons acting as attorneys for two Directors as aforesaid; (ii) the Secretary or some other person appointed by the Board for the purpose, all of whom shall sign such share certificate, provided that, if the composition of the Board permits it, at least one of the aforesaid two Directors shall be a person other than a Managing or Whotetime Director.

### Members right to certificates

- (2) Every member shall be entitled free of charge to one certificate for all the shares of each, class registered in his name or if any member so wishes, to several certificates each for one or more of such shares but, in respect of each additional certificate which does not comprise shares in lots of market units of trading, the Board may charge such fees as it may determine. The Company unless prohibited by any provisions of law or any order of any Court, Tribunal or other authority, shall within three months after the allotment of any of its shares, debentures or debenture stock and within two months after the application for the registration of the transfer of any such shares, debentures or debentures stock shall deliver in accordance with the procedure laid in Section 53 of the Act, the certificate of all shares, debentures and certificates of debenture stock allotted or transferred. Every such certificate shall specify the name of the person in whose favour the certificate is issued, the shares, debentures and debenture stocks to which it relates and the amount paid up thereon. Particulars of every certificate issued shall be entered in the register maintained in the form set out in the above rules or in a form as near thereto as circumstances admit, against the name of the person to whom it has been issued, indicating the date of issue, in respect of any shares, debentures and debenture stocks held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate to one or several joint holders shall be sufficient delivery to all such holders.
- (2) A. Notwithstanding anything contained in Article 15(2) thereof, the Board may refuse any application for split or consolidation of one or more certificate(s) relating to Equity shares into certificates for less than 100 (one



hundred) Equity shares except where such split or consolidation of certificates for shares is required to be made to make a holding or part of a holding into a trading lot or to comply with any statutory provision or order of a competent court of law. Provided nevertheless that the Board may, at its discretion and in exceptional circumstances for avoiding any hardship or for any other just and sufficient cause (on which the decision of the Board shall be final and conclusive), accept any application for split or consolidation of certificate (s) of Equity shares into certificate (s) of less than 100 (One Hundred) equity shares in the company.

- (3) If any certificate of any share or shares be surrendered to the Company for sub-division or consolidation or if any certificate be defaced, torn or old, decrepit, worn out or where the cages in the reverse for recording transfers have been duly utilised, then, upon surrender thereof to the Company, the Board may order the same to be cancelled and may issue a new certificate in lieu thereof; and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Board, and on such indemnity as the Board thinks fit being given, a new certificate in lieu thereof shall be given to the party entitled to the shares to which such lost or destroyed certificate shall relate. Where a certificate has been issued in place of a certificate which has been defaced etc., lost or destroyed, it shall state on the face of it and against the stub or counterfoil that it is issued in lieu of a shares certificate or is a duplicate issue for the one so defaced, etc. lost or destroyed as the case may be, and, in the case of a certificate issued in place of one which has been lost or destroyed, the word "Duplicate" shall be stamped or punched in bold letters across the face thereof. For every certificate issued under this Article, there shall be paid to the company such out of pocket expenses incurred by the Company in investigation or procuring evidence as the Board may determine.

As to issue of  
New certificate

- (4) No Fee shall be charged for sub-division and consolidation of share and debenture certificates and for sub-division of letters of allotment and split, consolidation, renewal and pucca transfer receipts into denominations corresponding, to the market units of trading: for sub-division of renounceable letters of right: for issue of new certificates in replacement of those which are old, decrepit or worn out, or where the cages on the reverse for recording transfers have been fully utilised. Provided that the Company may charge such fees as may be agreed by it with the stock Exchange with which its shares may be enlisted for the time-being for issue of new certificates in replacement of those that are torn, defaced, lost or destroyed and for sub-division and consolidation of share and debenture certificates and for sub-

Fees on  
subdivision,  
con-solidation  
of share, issue  
of new  
certi-ficates  
etc.



division of letter of Allotment and split, consolidation, renewal and pucca transfer receipts into denominations other than those fixed for market units of trading.

Particulars of new certificate to be entered in the Register.

- (5) Where a new share certificate has been issued in pursuance of paragraph (3) above, particulars of every such certificate shall also be entered in a Register of renewed and Duplicate Certificates indicating against the name of the person to whom the certificate is issued, the number and date of issue of the certificate in lieu of which the new certificate is issued and the necessary changes indicated in the Register by suitable cross-reference in the "Remarks" column. All entries made in the Register or in the Register of Renewed and Duplicate Certificates shall be authenticated by the Secretary or such other person as may be appointed by the Board for purposes of sealing and signing the share certificate under paragraph (1) hereof

- (6) No share certificate(s) shall be issued for shares held in a Depository.

### CALLS

Calls

16. The Board may, from time to time subject to the terms on which any shares may have been issued, and subject to the provisions of Section 91 of the Act, make such calls as the Board thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Board. A call may be made payable by instalments and shall be deemed to have been made when the resolution of the Board authorising such call was passed.

Resiriction on power to make calls and notice.

17. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article, shares of the same nominal value on which different amount have been paid up shall not be deemed to fall under the same class. Not less than fourteen days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

When interest on call or instrument payable

18. (1) If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being in respect of the share for which the call shall have been made or the Instalment shall be due shall pay interest for the same at the rate of 24 per cent per annum from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Board may determine.

- (2) The Board shall be at liberty to waive payment of any such interest either wholly or in part.
19. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed times, whether on account of the amount of the share or by way of premium every such amount or instalment shall be payable as if it were a call duly made by the Board and of which due notice had been given, and all the provisions herein contained in respect of call shall relate to such amount or instalment accordingly. Amount at fixed payable times or payable by instalments as calls.
20. The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the money due upon the share held by him beyond the sums actually called for, and upon the money so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the share in respect of which such advance has been made, the Company may pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, 24 per cent per annum as the member paying such sum in advance and the Board agree upon. Money so paid in excess of the amount of calls shall not rank for dividends or confer a right to participate in profits. The Board may at any time repay the amount so advanced upon giving to such member not less than three months notice in writing. Payment of calls in advance
21. A call may be revoked or postponed at the discretion of the Board. Revocation of calls
- FORFEITURE AND LIEN**
22. If any member fails to pay any call or instalment of a call on or before the day appointed for the payment of the same, the Board may, at any time thereafter during such time as the call or instalment may remain unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment. If call or instalment not paid notice may be given
23. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which such call was made or instalment is payable will be liable to be forfeited. Form of Notice
24. If the requisitions of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include If notice not Com-plied with shares may be forfeited

# WIRES AND FABRIKS (S.A.) LIMITED

all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Notice after  
forfeiture

25. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Power to  
annual  
forfeiture

26. Any share so forfeited shall be deemed to be the property of the Company, and the Board may sell, re-allot or otherwise dispose of the same in such manner as it thinks fit.

Forfeited share to become property of the Company.

Liability on  
forfeiture

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

28. A person whose share has been forfeited shall cease to be a member in respect of the forfeited share, but shall, notwithstanding, remain liable to pay, and shall forthwith pay to the Company, all calls, or instalments, interest and expenses, owing upon or in respect of such share at the time of the forfeiture together with interest thereon, from the time of forfeiture until payment, at 24 percent per annum and the Board may enforce the payment thereof, of any part thereof, without any deduction or allowance for the value of the shares at the time of forfeiture but shall not be under any obligation to do so.

Evidence of  
forfeiture

29. A duly verified declaration in writing that the declarant is a Director or Secretary of the Company, and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the fact therein stated as against all persons claiming to be entitled to the shares and such declaration and the receipt of the Company for the consideration, if any given for the shares on the sale or disposition thereof shall constitute a good title to such shares; and the person to whom any such share is sold shall be registered as the holder of such share and shall not be bound to see to the application, of the purchase money, nor shall his title to such share affected by any irregularity or invalidity in the proceeding in reference to such forfeiture, sale or disposition.

Forfeiture  
Provisions to  
apply to non  
paym-ent in  
terms of issue

30. The provisions of Articles 22 to 29 hereof shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of a share or by way of premium as if the same had been payable by virtue of a call duly made and notified.

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| 31. | The Company shall have a first and paramount lien upon every share (not being fully paid up) registered in the name of each member (Whether solely or jointly with others), and upon the proceeds of sale thereof for moneys called or payable at a fixed time, in respect of such share whether the time for the payment thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that Article 13 hereof is to have full effect. Such lien shall extend to all dividends from time to time declared in respect of such share. Unless otherwise agreed, the registration of a transfer of a share shall operate as a waiver of the Company's lien, if any, on such share. | Company's<br>lien on shares.   |
| 32. | For the purpose of enforcing such lien the Board may sell the share subject thereto in such manner as it thinks fit, but no sale shall be made until such time for payment as aforesaid shall have been served on such member, his executor or administrator or his committee, curator bonis or other legal representative as the case may be and default shall have been made by him or them in the payment of the moneys called or payable at a fixed time in respect of such share for seven days after the date of such notice.   | As to enforcing<br>lien by sale  |
| 33. | The net proceeds of the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any shall (subject to a like lien for sums not presently payable as existed upon the share before the sale) be paid to the person entitled to the share at the date of the sale.  | Application of<br>proceeds of<br>sale                                  |
| 34. | Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the share sold, and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money, and after his name has been entered in the Register in respect of such share the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.  | Validity of<br>sales in<br>exercise of lien<br>and after<br>forfeiture |
| 35. | Where any share under the powers in that behalf herein contained is sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such share, the Board may issue a new certificate for such share distinguishing it in such manner as it may think fit from the certificate not so delivered up.   | Board may<br>issue new<br>certificate.                                 |
| 36. | Save as provided in Section 108 of the Act, no transfer of a share shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee has been delivered to   | Execution of<br>transfer etc.  |



## WIRES AND FABRIKS (S.A.) LIMITED

the Company within the time prescribed by section 108 of the Act together with the certificate or, if no such certificate is in existence, the Letter of Allotment of the share. The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof. Each signature to such transfer shall be duly attested by the signature of one witness who shall add his address.

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| Application by transferor                                | 37. | Application for the registration of a transfer of the shares in the Company may be made either by the transferor or by the transferee, provided that where such application is made by transferor, no registration shall, in the case of a partly paid share, be effected unless the Company gives notice of the application to the transferee in the manner prescribed by Section 110 of the Act and subject to the provisions of these Articles the Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.   |
| From of transfer   | 38. | Every instrument of transfer of shares shall be in the prescribed form and in accordance with Section 108 of the Act.  |
| In what cases the board may refuse to register transfer. | 39. | Subject to the provisions of section 111 of the act the Board may, within one month from the date on which the instrument of transfer was delivered to or the intimation of transmission was lodged with the Company, refuse to register any transfer of or the transmission by operation of law of the right to a share upon which the company has a lien and in case of a share not fully paid up the Board may refuse to register the transfer to a transferee of whom the Board does not approve. The board may also likewise refuse to register a transfer when any statutory prohibition or any attachment or prohibitory order of a competent authority restrains the board from transferring the shares out of the name of the transferor or when a transferor objects to the transfer provided he serves on the Company within a reasonable time a prohibitory order of a court of Competent jurisdiction. Provided however that the registration of a share shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. |
| Restriction on allotment or transfer of shares           | 40. | No allotment or transfer shall be made to a person of unsound mind or to a person who are disqualified from contracting under any law to which they are subject provided that fully paid shares in the company may be allotted and/or transferred in the name of minor through his/her guardian and name of the minor shall be entered in the Register of the Member of the Company.   |
| Transfer to be left at office when to be retained        | 41. | Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of the share to be transferred or, if no such certificate is in  |

existence, by the Letter of Allotment of the share and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the share. Every instrument of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Board may refuse, to register shall be returned to the person depositing the same.

42. If the Board refuses whether in pursuance of Articles 39 or otherwise to register the transfer of, or the transmission by operation of law of the right to any shares, the company shall within one month from the date on which the instrument of transfer or the intimation of such transmission, as the case may be, was lodged with the company, send to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, notice of the refusal giving reasons for such refusal. Notice of refusal to register transfer
43. No fee shall be charged for registration of transfer, grant of probate, grant of letters of administration, certificate of death or marriage, power of attorney or other similar instruments. No fee on registration of transfer probate etc.
44. The executor or administrator of a deceased member (not being one of several joint-holders) shall be the only person recognised by the Company as having any title to the share registered in the name of such member, and in case of the death of any one or more of the joint holders of any registered share, the survivor shall be the only person recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on the share held by him jointly with any other person. Before recognising any executor or administrator the Board may require him to obtain a Grant of probate or Letters of Administration or other legal representation as the case may be, from a competent Court in India and having effect in the place where the office is situated. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit it shall be lawful for the Board to dispense with the production of probate or Letters of Administration or such other legal representation upon such terms as to indemnity or otherwise as the Board in its absolute discretion may consider adequate. Transmission of registered shares
45. Any committee or guardian, curator banis or other legal curator of a lunatic, idiot or non compos mentis member or any person becoming entitled to or to transfer a share in consequence of the death or bankruptcy or insolvency of any member upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Board thinks sufficient, may, with the consent of the Board (which the Board shall not be bound to give), be registered as a member in respect of such share, or may, subject to the regulations as to transfer hereinbefore contained, transfer such share. This Article is hereinafter referred to as "The Transmission Article." As to transfer of shares of insane deceased or bankrupt members.  
  
(Transmission Article)



## WIRES AND FABRIKS (S.A.) LIMITED

Election  
under the  
Transmission  
Article.

46. (1) If the person so becoming entitled under the Transmission Article shall elect to be registered as holder of the share himself; he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of the share.
- (3) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of instrument of transfer of share shall be applicable to any such notice or transfer as aforesaid as if the death, lunacy, bankruptcy or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.

Rights of  
persons  
entitled to  
shares under  
the  
Transmi-ssion  
Article

47. A person so becoming entitled under the Transmission Article to a share by reason of the death, lunacy, bankruptcy or insolvency of the holder shall, subject to the provisions of Article 79 be entitled to the same dividends and other advantages as he would be entitled to if he were the registered holder of the share except that no such person (other than a person becoming entitled under the Transmission Article to the share of a lunatic, idiot or non compos mentis member) shall before being registered as a member in respect of the share, be entitled to exercise in respect thereof any right conferred by membership in relation to meeting of the Company.

Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may, thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

- (A) Nothing contained in the foregoing Articles shall apply to transfer of Security effected by the transferor and the transferee both of whom are entered as beneficial owners in the records of a Depository.
- (B) The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share, whether or not held in material form.
- (C) In case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in electronic and fungible form, the provisions of the Depositories Act, shall apply.

## INCREASE AND REDUCTION OF CAPITAL

48. The Company in general meeting may from time to time, increase the capital by the creation of new shares of such amount as may be deemed expedient. Power to increase capital
49. Subject to any special rights or privileges for the time being attached to any shares in the capital of the Company then issued, the new shares may be issued upon such terms and conditions, and with such rights and privileges attached thereto as the general meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Board shall determine, and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company. On what conditions new shares may be issued
50. Before the issue of any new shares, the company in General Meeting may make provisions as to the allotment and issue of the new shares and in particular may determine to whom the same shall be offered in the first instance and whether at par or at a premium or subject of the provisions of Section 79 of the Act, at a discount, in default of any such provision, or so far as the same shall not extend, the new shares may be issued in conformity with the provision of Article 6. Provision relating to the issue
51. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the then existing capital of the Company and shall be subject to the provisions herein contained with reference to the payment of dividends, calls and instalments, transfer and transmission, forfeiture, lien, surrender and otherwise. How far new shares to rank with existing shares
52. If, owing to any inequality in the number of new shares to be issued and the number of shares held by members entitled to have the offer of such new shares, any difficulty shall arise in the apportionment of such new shares or any of them amongst the members, such difficulty shall, in absence of any direction in the resolution creating the shares or by the Company in general meeting, be determined by the Board! Inequality in number of new shares
53. The Company may, from time to time, by Special Resolution reduce its capital and any Capital Redemption Reserve Account or share Premium Account in any manner and with and subject to, any incident authorised and consent required by law. Reduction of capital, etc.

## ALTERATION OF CAPITAL

54. The Company, in General Meeting, may from time to time :
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; Power to subdivide and consolidate shares
- (b) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum so however, that in the sub-division the

proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

- (c) The Board shall be entitled to refuse an application for transfer of less than 50 equity shares of the Company except.
  - i) Transfer of equity share made in pursuance of any provisions of law or statutory order of a competent court.
  - ii) Transfer of the entire holding of shares by an existing equity share holders holdings less than 50 equity shares.
  - iii) Transfer of more than 50 equity shares in the aggregate in favour of the same transferee under two or more transfer deeds out of which one or more relates to the transfer of less than 50 equity shares.
  - iv) Transfer of equity shares held by an equity shareholder which are less than 50, in case of hardship at the discretion of the Board.
- (d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its shares capital by the amount of the shares so cancelled.

Subdivision  
into  
preference and  
Equity.

- 55. The resolution whereby any share is 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, subject nevertheless, to the provisions of Section 85,87,88 and 106 of the Act.

Surrender of  
shares

- 56. Subject to the provisions of Section 100 to 105 inclusive of the Act, the Board may accept from any member the surrender on such terms and conditions as shall be agreed of all or any of his shares.

### MODIFICATION OF RIGHTS

Power to  
modify rights

- 57. If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of the holder of three-fourths of the issued shares of that class, or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate meeting the provision of these Article relating to General Meeting shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-fifth of the issued shares of the class but so that if any adjourned

meeting of such holders a quorum as above defined is not present, those members who are present shall be quorum and that any holder of shares of the class present in person or by proxy may demand a poll and on a poll, shall have one vote for each share of the class of which he is holder. The Company shall comply with the provisions of Section 192 of the Act as to forwarding a copy of any such agreement or resolution to Registrar.

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| 58. | The Board may, from time to time, at its discretion, subject to the provisions of Section 58A, 292 and 293 of the Act, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the company.  | Power to borrow.                                    |
| 59. | The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and, in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture stock or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.  | Conditions on which money may be borrow.            |
| 60. | 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, appointment of Directors and otherwise. Debentures, debenture-stock, bonds, and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Provided that debentures with a right to allotment of or conversion into shares shall not be issued except in conformity with the provisions of Section 81 (3) of the Act. | Issue at discount, etc. or with special Privileges. |
| 61. | The Company shall comply with all the provisions of the registration of the charge or mortgages created by the Company and shall keep the register required to be kept in respect of such mortgage, charges and debentures.  | Registration of charge                              |
| 62. | Save as provided in Section 108 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificate or certificates of the debentures.   | Instrument of transfer.                             |
| 63. | If the Board refuses to register the transfer of any Debentures, the company shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and to the transferor notice of the refusal giving reasons for such refusal.   | Notice of refusal to register transfer              |

## GENERAL MEETINGS

When annual  
General  
Meeting to be  
held.

64. In addition to any other meetings, general meetings of the company shall be held within such intervals as are specified in Section 166 (1) of the Act and, subject to the provisions of Section 166(2) of the Act, at such times and places as may be determined by the Board. Each such general meeting shall be called an "Annual General Meeting" and shall be specified as such in the notice convening the meeting. Any other meeting of the company shall, except in the case where an Extraordinary General Meeting is convened under the provisions of the next following Article be called a "General Meeting".

When other  
general  
meeting to be  
held.

65. The Board may whenever it thinks fit, call a general meeting, and it shall, on the requisition of such number of members as hold at that date of the deposit of the requisition, not less than one tenth of such paid up capital of the Company as at the date carried the right of voting in regard to the matter to be considered at the meeting, forthwith proceed to call an Extra-ordinary General Meeting, and in the case of such requisition the following provisions shall apply :
- (1) The requisition shall state the matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the office. The requisition may consist of several documents in like form, each signed by one or more requisitionists.
  - (2) Where two or more distinct matters are specified in the requisition, the requisition shall be valid only in respect of those matters in regard to which the requisition has been signed by the member or members hereinafter specified.
  - (3) If the Board of Directors does not, within twenty-one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of these matters on a day not later than forty five days from the date of the deposit, the requisitionists or such of them as are enabled so to do by virtue of Section 169 (6) (b) of the Act may themselves call the meeting but any meeting so called shall not be commenced after three months from the date of deposit.
  - (4) Any meeting called under this Article by the requisitionists shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board, but shall not be held at the office,
  - (5) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to call a meeting duly incurred shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration, for their services, to the Directors as are in default.



66. The Company shall comply with the provisions of Section 188 of the Act as to giving notice of resolutions and circulating statements on the requisition of members. Circulation of members resolutions.
67. (1) Save as provided in sub-section (2) of section 171 of the Act, not less than twenty-one day's notice shall be given of every general meeting of the company. Every notice of a meeting shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted thereat. Where any such business consists of "Special Business" as hereinafter defined there shall be annexed to the notice a statement complying with Section 173(2) and (3) of the Act. Notice of meeting
- (2) Notice of every meeting of the Company shall be given to every Director and member of the Company, to the Auditors of the Company and to any persons entitled to a share in consequence of the death or insolvency of a member in any manner hereinafter authorised for giving of notices to such persons. Provided that where the notice of a general meeting is given by advertising the same in a newspaper circulating in the neighbourhood of the Office under subsection (3) of Section 53 of the Act, the statement of material facts referred to in section 173(2) of the Act need not be annexed to the notice as required by that Section but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.
- (3) The accidental omission to give any such notice to or its non-receipt by any member or other person to whom it should be given shall not invalidate the proceedings of the meeting.

### PROCEEDINGS AT GENERAL MEETINGS

68. The ordinary business of an Annual General Meeting shall be to receive and consider the audited Profit and Loss Account, the audited Balance Sheet and Reports of the Directors and of the Auditors, to elect Directors in the place of those retiring by rotation, to appoint Auditors and fix their remuneration and to declare dividends. All other business transacted at an Annual General Meeting and all business transacted at any other general meeting shall be deemed special business. Business of meetings.
69. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided five members present shall be a quorum. Quorum to be present when business commence
70. If within half-an hour 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, or to such other day and at such time and place as the Board may by notice appoint and if at such adjourned meeting a quorum be not When, if quorum no present meeting to be dissolved and when to be adjourned

present, those members who are present and not being less than two shall be a quorum and may transact the business for which the meeting was called.

Resolution to be passed by Company in general meeting.

71. Any act or resolution which, under the provisions of these Articles or of the Act, if permitted or required to be done or passed by the Company in general meeting shall be sufficiently so done or passed if effected by an Ordinary Resolution as defined in Section 189 (1) of the Act unless either the Act or those Articles specifically require such act to be done or resolution passed by a Special Resolution as defined in Section 189(2) of the Act.

Chairman General Meeting.

72. The Chairman of the Board shall be entitled to take the Chair at every general meeting. 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, the Managing Director or the Joint Managing Director or the Whole-time Director in the order of seniority of post will be entitled to take the Chair at every general meeting. If there be no such Managing Director or Joint Managing Director or Whole-time Director or if at any meeting none of these Directors be present within fifteen minutes after the time appointed for holding such meeting, or are unwilling to act, the members present shall choose another Director as Chairman, and if no Directors be present or if all the Directors present decline to take the Chair, then the members present shall on a show of hands or on a poll if properly demanded, elect one of them, being a member entitled to vote, to be Chairman.

New questions to be decided at meetings.

73. Every question submitted to a general meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes, either on a show of hand or on a poll, the chairman of the general meeting shall have a casting vote in addition to the vote, if any, to which he may be entitled as a member.

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

74. At any general meeting a resolution put to the vote shall be decided on a show of hands unless a poll is (before or on the declaration of the results of voting on the show of hands) ordered to be taken by the chairman of the meeting on his own motion or is ordered to be taken by him or a demand being made in that behalf by any member or members present in person or by proxy and holding shares in the company which confer a power to vote on the resolution not being less than one tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than rupees fifty thousand has been paid up for fulfilling the requirements for the time being as laid in the relevant provisions of the Act. A declaration by the Chairman that the resolution has or has not been carried either unanimously, or by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact, without proof of the member or proportion of the votes cast in favour of or against the resolution.

75. (1) If a poll be demanded as aforesaid it shall be taken forthwith on a question of adjournment or election of a Chairman and in any other case in such manner and at such time, not being later than forty-eight hours from the time when the demand was made, and at such place as the Chairman of the meeting directs, and subject as aforesaid, either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was demanded. Poll
- (2) The demand of a poll may be withdrawn at any time.
- (3) Where a poll is to be taken the Chairman of the meeting shall appoint two scrutineers, one at least of whom shall be a member (not being an officer or employee of the Company) present at the meeting provided such member is available and willing to be appointed, to scrutinise the votes given on the poll and to report to him thereon.
- (4) On a poll a member entitled to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.
- (5) 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.
76. (1) The Chairman, with the consent of any meeting at which a quorum is present, may adjourn any meeting from time to time 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. Power to adjourn general meeting.
- (2) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting, but otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### VOTE OF MEMBERS

77. (1) Save as herein provided, on a show of hands every member present in person and being a holder of Equity Shares shall have one vote and every person present as a duly authorised representative of a body corporate (being a holder of Equity Shares) shall have one vote. Votes of members
- (2) Save as herein provided, on a poll, the voting rights of a holder of Equity Shares shall be as specified in Section 87 of the Act.
- (3) No Company or body corporate shall vote by proxy so long as resolution of its board of Directors under the provisions of section 187 of the Act is in

Procedure  
where a  
company of  
the president  
of India or the  
Governor of  
a State is a  
member of the  
Company

78. (1) Where a company or a body corporate (hereinafter called "Member Company") is a member of the Company, a person duly appointed by resolution in accordance with the provisions of Section 187 of the Act to represent such member company at a meeting of the Company, shall not, by reason of such appointment, deemed to be a proxy and the lodging with the Company at the office or production at the meeting of a copy of such resolution duly signed by one Director of such member company and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by proxy on behalf of the member company which he represents, as that member company could exercise if it were an individual member.
- (2) Where the President of India or the Governor of a State is a member of the Company, the President or as the case may be, the Governor may appoint such person as he thinks fit to act as his representative at any meeting of the Company or at any meeting of any class of member of the company and such a person shall be deemed to be a member of the Company and shall be entitled to exercise the same rights and powers, including the right to vote by proxy, as the President or, as the case may be, the Governor could exercise as a member of the Company.

Votes in  
respect of  
insane  
member

79. If any member be a lunatic, idiot or non compose mentis, he may vote whether on a show of hands or at a poll by his committee, curator bonis or other legal curator and such last mentioned persons may give their votes by proxy provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting as the case may be, at which any such person proposes to vote he shall satisfy the Board of his right under the Transmission Article to the shares in respect of which he proposes to exercise his right under this Article, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Joint-holders

80. 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 share as if he were solely entitled thereto; and if more than one of such joint-holders be present at any meeting either personally or by proxy, that one of the said persons so present whose name stands first on Register in respect of such share alone shall be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share is registered shall for the purpose of this Article be deemed joint-holders thereof.



81. (1) Votes may be given either personally or by proxy, or, in the case of a body corporate, by a representative duly authorised as aforesaid. Proxies permitted
- (2) Person may be appointed as a proxy although he is not a member of the Company and every notice convening a meeting of the Company shall state this and that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. Proxy need not be a member
82. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his Attorney duly authorised in writing or if such appointer is a body corporate be under its common seal or the hand of its officer or Attorney duly authorised. Instrument appointing proxy to be in writing.
- A Proxy who is appointed for a specified meeting only shall be called Special Proxy. Any other proxy shall be called a General Proxy.
83. 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 or authority, shall be deposited at the office not less than forty eight hours before the time for holding the meeting at which the person named in the instrument purports to vote in respect thereof and in default the instrument of proxy shall not be treated as valid. Proxies may be general or Special Instrument appointing a proxy to be deposited at the office
84. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer of the share shall have been received by the Company at the office before the vote is given, Provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked. When vote by proxy valid through authority revoked
85. Every instrument appointing a Special Proxy shall be retained by the Company and shall, as nearly as circumstances will admit, be in the form or to the effect following:- Form of instrument appointing a Special proxy

**WIRES AND FABRIKS (S.A.) LIMITED**

I/We \_\_\_\_\_ being a member of **WIRES AND FABRIKS (S.A.) LIMITED** hereby appoint \_\_\_\_\_ of \_\_\_\_\_ (or failing him \_\_\_\_\_ of \_\_\_\_\_) as my/our Proxy to attend and vote for me/us, and on my/our behalf at the (Annual or Extra-ordinary, as the case may be) General Meeting of the Company to be held on the \_\_\_\_\_ day of 19\_\_\_\_ and at any adjournment thereof.



## WIRES AND FABRIKS (S.A.) LIMITED

As witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 19 Signed by  
the said \_\_\_\_\_

Provided always that an instrument appointing a Special Proxy may be in any of  
the forms set out in Schedule IX to the Act.

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|----------------------------------|-----|---|
| Restrictions in voting.          | 86. | No member shall be entitled to exercise any voting rights either personally or by proxy at any meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has, and has exercised, any right of lien.   |
| Admission or rejection of votes. | 87. | (1) Any objection as to the admission or rejection of a vote either on a show of hands or on a poll made in due time, shall be referred to the Chairman who shall forthwith determine the same, and such determination made in good faith shall be final and conclusive.<br><br>(2) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. |

### DIRECTORS

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|---------------------|-----|--|
| Number of Directors | 88. | (1) Subject to Section 252 of the Act, number of the Directors of the Company shall not be less than three nor more than twelve excluding any nominated Directors, Debenture Directors or alternate directors.<br><br>(2) Sri B K Khaitan and Shri K K Khaitan shall be permanent Directors and shall not be liable to retire by rotation as provided under Section 255 of the Act."   |
| First Directors     | 89. | At the date of adoption of these Articles, the following are the first Directors of the Company :<br><br>1) Shri Basant Kumar Khaitan<br>2) Shri Kishan Kumar Khaitan<br>3) Shri Indralal Tripathi<br>4) Shri Narpatmal Bhandari<br>5) Shri Mahabir Prasad Jatia<br>6) Shri Purushottam Lai Agarwal<br>7) Shri Dinkray Durgashankar Tribedi<br>8) Shri Surjaj Prakash Mathur (Nominee of RIICO)<br>9) Shri Debi Prasad More. |

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|-----|---|---|
| 90. | Until otherwise determined by the Company in General Meeting a Director shall not be required to hold any shares in the capital of the Company as his qualification.  | No share qualification of Director          |
| 91. | The fee payable to a Director for attending a meeting of the Board or Committee thereof shall be such sum as may be decided by the Board from time to time subject to such limit as may be prescribed by the act or by the Central Government from time to time. All other remuneration, if any, payable by the company to each Director, whether in respect of his services as a Managing Director or a Director in the whole or part time employment of the company shall be determined in accordance with and subject to the provisions of these Articles and of the Act. The Directors shall be entitled to be paid all fees for filling documents which they may be required to file under the act and shall also be entitled to be paid, their reasonable travelling, hotel and other expenses incurred in consequence of their attending at board or committee meetings or otherwise incurred in the execution of their duties as directors. | Director's fees, remuneration and expenses. |
| 92. | If any Director, being willing, is appointed to an executive officer either, for whole time or part time or is called upon to perform extra services or to make any special exertions for any of the purpose of the Company or in giving special attention to the business of the Company or as a member of a Committee of the Board then, subject to Sections 198, 309 and 310 of the Act, the Board may remunerate the director so doing either by a fixed sum or by a percentage of profits and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.  | Remuneration for extra service              |
| 93. | The continuing Directors may act notwithstanding any vacancy in their body; but so that if the number falls below the minimum fixed, the Board shall not act except for the purpose of filling vacancy(ies), act so long as the number is below the minimum.  | Board may act notwithstanding vacancy.      |
| 94. | (1) The office of a Director shall ipso facto become vacant, if :-<br>(a) he fails to obtain within the time specified in sub-section (1) of Section 270 of the Act, or at any time thereafter ceases to hold, the share qualification, if any, necessary for his appointment; or<br>(b) he is found to be of unsound mind by a court of competent jurisdiction; or<br>(c) he applies to be adjudicated an insolvent; or<br>(d) he is adjudged an insolvent; or<br>(e) he is convicted by a Court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than six months; or   | Vacation of office of Director.             |

- (f) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others within six months from the last date fixed for payment of the call unless Central Government has, by notification in the Official Gazette, removed the disqualification incurred by such failure; or
  - (g) he absents himself from three consecutive meetings of the Board or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board; or
  - (h) he (whether by himself or by any person for his benefit or on his account), or any firm in which he is partner, or any private company of which he is a director or member accepts a loan or any guarantee or security for a loan from the Company in contravention of Section 295 of the Act; or
  - (i) he acts in contravention of section 299 of the Act; or
  - (j) he becomes disqualified by an order of Court under Section 203 of the Act; or
  - (k) he is removed from office in pursuance of Section 284 of the Act; or
  - (l) I having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the company; or
  - (m) by notice in writing to the Company, he resigns his office; or
  - (n) any office or place of profit under the Company or under any subsidiary of the Company is held in contravention of Section 314 of the Act and by operation of that Section he is deemed to vacate office.
- (2) Notwithstanding any matter or thing in sub-clauses (d), (e) and (j) of clause (1), the disqualification referred to in those sub-clauses shall not take effect :-
- (a) For thirty days from the date of adjudication, sentence or order; or
  - (b) Where an appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence, or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or
  - (c) Where within the seven days aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and the appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed of.

95. Save as otherwise stated in section 314 of the Act, no director of the Company shall hold any office or place of profit, no partner, or relative of such director, no firm in which such Director or his relative is a partner, no private company of which such director is a director or member and no director or manager of such a private company will hold any office or place of profit under the company or under any subsidiary of the company carries a total monthly remuneration of rupees three thousand or more or such sum as may be prescribed under the act without the consent of the company accorded by special resolution, except the offices of Managing Director or Manager, Banker or trustees for holder of debenture of the company and further that no partner or relative of a director or manager, no firm in which such director or manager or relative of either is a Director or member, shall hold any office or place of profit in the company which carries a total monthly remuneration of not less than rupee six thousand or such sum as may be prescribed except with the prior consent of the company by a special resolution and approved of the Central Government.
96. A Director of this company may be or become of Director of any other company promoted by this company or in which it may be interested as a member, shareholder or otherwise and no such Director shall be accountable for any benefits received as a Director or member of such Company.
97. Subject to the provisions of section 297 of the Act neither shall a Director be disqualified from contracting with the company either as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any shares in or debentures of the Company nor shall any contract or arrangement entered into by or on behalf of the company with a relative of such Director, or a firm in which such Director or relative is a partner or with any other partner in such firm or with a private company of which such Director is a member or Director, be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding office or of the fiduciary relation thereby established.
98. Every Director who is in any way whether directly or indirectly, concerned or interested in a contract or arrangement, entered into or to be entered into, by or on behalf of the Company not being a contract or arrangement entered into or to be entered into between the Company and any other company whether any of the

Holding any office or place of profit.

When Direct-or of this Company appointed director of a Company in which the Company is interested ei-ther as a me-mber or otherwise

Conditions under which Director contract with company

Disclosure of a Director's interest

Director of the Company or two or more of them together holds or hold not more than two percent of the paid up share capital in the other company shall disclose the nature of concern or interest at a meeting of the Board as required by Section 299 of the Act.

A general notice, renewable in the last month of each financial year of the Company, that a Director is a director or a member of any specified body corporate or is a member of any specified firm and is to be regarded as concerned or interested in any subsequent contract or arrangement with that body corporate or firm shall be sufficient disclosure of concern or interest in relation to any contract or arrangement so made and, after such general notice it shall not be necessary to give special notice relating to any particular contract or arrangement with such body corporate or firm, provided such general notice is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given. Every Director shall be bound to give and renew from time to time a general notice as aforesaid in respect of all bodies corporate of which he is a Director or member and of a!! firm of which he is a member.

Discussion  
and voting by  
Director  
interested

99. No Directors shall, as a Director, take any part in the discussion of, or vote on any contract or arrangement in which he is in any way, whether directly or indirectly concerned or interested nor shall his presence count for the purpose of forming a quorum at the time of such discussion or vote. This prohibition shall not apply to (a) any contract or indemnity against any loss which the Directors or any of them may suffer by reason of becoming or being sureties or a surety for the Company; or (b) any contract or arrangement entered into or to be entered into by the Company with a public Company or with a private company which is a subsidiary of a public company, in which the interest of the director consists solely in his being a director of such company and the holder of shares not exceeding in number or value the amount requisite to qualify him for appointment as a director thereof, he having been nominated as such Director by the Company or in his being a member of the Company holding not more than two percent of the paid up share capital of the Company.

#### RETIREMENT & APPOINTMENT OF DIRECTORS

Proportion to  
retire by  
rotation

100. Not less than two thirds of the total member of Directors shall be persons whose period of office is liable to determination by retirement of Directors by rotation.

Rotation and  
retirement or  
Directors.

101. At each Annual General Meeting of the Company one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office.



102. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become directors on the same day those to retire shall, in default or and subject to any agreement among themselves, be determined by lot. Which directors to retire.
103. The Board shall have power, at any time and from time to time, to appoint any person as a Director as an addition to the Board but so that the total number of directors shall not at any time exceed the maximum number fixed by these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting of the Company and shall then be eligible for re-election. Power of Board to add Co its member
104. If any Director appointed by the Company in general Meeting vacates office as a Director before his term of office will expire in the normal course, the resulting casual vacancy may be filled up by the Board at a Meeting of the Board, but any person so appointed shall hold his office so long as the vacating Director would have held the same if no vacancy had occurred. Provided that the Board may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Article 110. Board may fill up casual Vacancies.

#### ALTERNATE DIRECTOR

105. The Board may appoint any person to act as Alternate Director for a director during the latter's absence for a period of not less than three months from the State in which meetings of the Board are ordinarily held and such appointment shall have effect and such appointee, whilst he holds office as an Alternate Director, shall be entitled to notice of meetings of the Board and to attend and vote thereat accordingly; but he shall not require any qualification and shall ipso facto vacate office if and when the absent Director returns to the state in which meetings of the Board are ordinarily held or the absent Director vacates office as a Director. Power to appoint Alternate Director.
106. No person not being a retiring Director shall be eligible for appointment to the office of director at any general meeting unless he or some member intending to propose his name, not less than fourteen days before the meeting left at the office of the company a notice in writing under his hand 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 alongwith deposit of five hundred rupees or such sum as may for the time being be prescribed by the Act which shall be refunded to such person or as the case may be, to such member, if the person proposed succeeds in getting elected as a Director. The company shall inform its members of the candidature of a person for the office of director or the intention of a member to propose such person as a candidate for that office, by serving individual notices on the members not less than seven days before the General Meeting, provided that it shall not be necessary for the company to serve individual notices When the Company and candidate for office of Director must give notice.

# WIRES AND FABRIKS (S.A.) LIMITED

upon the members as aforesaid if the company advertises such candidature or intention not less than seven days before the General Meeting in at least two newspapers circulating in the place where the Registered office of the company is located, of which one is published in the English language and the other is in the regional language, of that place.

Appointment  
of Directors to  
be voted on  
individually.

Meeting to fill  
up vacancies

107. Save as permitted by section 263 of the Act, every resolution of a General Meeting for the appointment of a Director shall relate to one named individual only.

108. (i) The Company at the Annual General Meeting at which a Director retires by rotation in manner aforesaid may fill up the vacated office by appointing the retiring Director or some other person thereto.

(2) If the place of retiring Director is not so filled up and the meeting has not expressly resolved not to fill 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. If, at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless:

- (a) At the meeting or at the previous meeting a resolution for the re-appointment of such Director has been put to the vote and lost; or
- (b) the retiring Director has by notice in writing addressed to the Company or the Board expressed his unwillingness to be re-appointed; or
- (c) he is not qualified or is disqualified for appointment; or
- (d) a resolution, whether special or ordinary is required for his appointment or reappointment in virtue of any provisions of the Act; or
- (e) the proviso to sub-section (2) of Section 263 of the Act is applicable to the case.

Company in  
General  
Meeting to  
increase or  
reduce number  
of Directors.

109. The company in general meeting may from time to time increase or reduce the number of Directors within the limits fixed by Article 88.

Power to  
remove  
Directors by  
ordinary  
resolution on  
Special  
Notice.

110. The Company may, subject to the provisions of Section 284 of the Act, by ordinary resolution of which Special Notice has been given, remove any Director before the expiration of his period of office and may by ordinary resolution of which Special Notice has been given, appoint another person in his stead. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not so removed. If the vacancy created by the removal of a Director under

the provisions of this Article is not so filled by the meeting at which he is removed the Board may at any time thereafter fill such vacancy under the provisions of Article 104.

### PROCEEDINGS OF DIRECTORS

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| 111. | The Board shall meet together at least once in every three months for the despatch of business and may adjourn and otherwise regulate its meetings and proceedings as it thinks fit; provided that at least four such meetings shall be held in every year. Notice in writing of every meeting of the Board shall be given to every Director for the time being in India, and at his usual address in India to every other Director. Unless otherwise determined from time to time and at any time by the consent of all the Directors for the time being in India, meetings of the Board shall take place either at the office or at some other place within the city, town or village in which the office is situated. | Meeting of Directors                       |
| 112. | The Managing Director /Joint Managing Director/whole time Director may and the Secretary on requisition of a director shall at any time convene a meeting of the Directors.  | When meetings to be convened               |
| 113. | The Board shall appoint a Chairman of its meetings and determine the period for which he is to hold office. If no such Chairman is appointed or if at any meeting of the Board the Chairman be not present within five minutes after the time appointed for holding the same, the Managing Director or the Joint Managing Director or the Whole-time Director in the order of their seniority of post shall be the Chairman of the meeting. If there be no such Managing Director or Joint Managing Director or Whole-time Director or if at any meeting none of these Directors be present or are unwilling to act, the Director present, shall choose someone amongst them to be the Chairman of such meeting.         | Chairman                                   |
| 114. | The Quorum for a meeting of the Board shall be determined in accordance with the provisions of Section 287 of the Act. If a quorum is not present within fifteen minutes from the time appointed for holding a meeting of the Board, it shall be adjourned until such date and time as the Chairman of the Board shall appoint.  | Quorum                                     |
| 115. | A meeting of the Board at which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles or the Act for the time being vested in or exercisable by the Board.   | Power of Quorum                            |
| 116. | Subject to the provisions of Sections 316, 372(5) and 386 of Act, questions arising at any meeting shall be decided by a majority of votes.  | How questions to be decided                |
| 117. | The Board may, subject to the provisions of the Act, from time to time and at any time, delegate any of its powers to a Committee consisting of such Director or   | Power-to appoint Committee and to delegate |

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Directors as it thinks fit, and may, from time to time, revoke such delegation. Any Committee so formed shall, in the exercise of the powers so delegated, confirm to any regulations that may from time to time be imposed upon it by the Board.

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| Proceedings of Committee   | 118. The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meeting and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any regulations made by the Board under the last preceding Article.  |
| When acts of a Director valid notwithstanding defectives, appointment etc. | 119. Acts done by a person as a Director shall be valid, notwithstanding that it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue, of any provisions contained in the Act or in these Articles. Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.  |
| Resolution without Board Meeting   | 120. Save in those cases where a resolution is required by Section 262, 292, 297, 316, 372(5) and 386 of the Act, to be passed-at a meeting of the Board, a resolution shall be as valid and effectual as it had been passed at a meeting of the Board or committee of the Board, as the case may be duly called and constituted if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the directors, or to all the members of the Committee of the Board, as the case may be, then in India (not being less in number than the quorum fixed for a meeting of the Board or committee, as the case may be) and to all other Directors or members of the Committee, at their usual address in India, and has been approved by such of them as are then in India or by a majority of such of them as are entitled to vote on the resolution.  |
| Minutes to be made.  | 121. (1) The Board shall, in accordance with the provision of Section 193 of the Act, cause minutes to be kept by making within thirty days of the conclusion of every general meeting and of every meeting of the Board or of every Committee of the Board, entries thereof in books provided for the purpose with their pages consecutively numbered, each page of every such book being initialled or signed and the last page of the record of proceedings of each meeting in such books being dated and signed, in the case of minutes of proceedings of a meeting of the Board or of a committee thereof, by the Chairman of the next succeeding meeting, and in the case of minutes of proceedings of a General Meeting by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose. |



**The Minutes shall include particulars :**

- (a) of the names of the Directors present at each meeting of the Board and of any Committee of the Board and in the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from or not concurring in, the resolution;
- (b) of all orders made by the Board and Committees of the Board;
- (c) of all appointments of Directors and other officers made at the meeting; and
- (d) of all resolutions passed at the meeting and a fair and correct summary of the proceedings thereat.

PROVIDED that no matter need be included in any such Minutes which the Chairman of the meeting, in his absolute discretion, is of opinion :-

- (a) is, or could reasonably be regarded as, defamatory of any person;
  - (b) is irrelevant or immaterial to the proceedings, or
  - (c) is detrimental to the interest of the Company.
- (2) Any such Minutes of any meeting of the Board or of any Committee of the Board or of the Company in general meeting if kept in accordance with the provisions of section 193 of the Act, shall be evidence of the matters stated in such Minutes. The Minute Books of General Meeting of the Company shall be kept at the office and shall be open to inspection by members during the hours of 10 a.m. and 12 noon on such business days as the Act requires them to be open for inspection.

**POWER OF THE BOARD**

122. Subject to the provisions of the Act, the control of the Company shall be vested in the Board who shall pay all expenses incurred in promoting and registering the Company and shall be entitled to exercise all such powers, and to do all such act and things as the Company is authorised to exercise and do, Provided that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other statute or by the Memorandum of the Company or by these Articles or otherwise to be exercised or done by the Company in General Meeting. Provided further that in exercising any such power or doing any such act or thing the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made

General powers  
of Company  
vested in the  
Board



thereunder, including regulation made by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

### **COMMENCEMENT OF NEW BUSINESS**

Compliance  
before  
commencement  
of new  
business

123. The company shall not at any time commence any business in relation to any of the objects stated in Clause 3 (c) of its Memorandum of Association unless the provisions of sub-section (2A) of Section 149 of the Act have been duly complied with by it.

### **MANAGING/JOINT MANAGING/ WHOLETIME DIRECTORS**

Power to  
appoint  
Managing/  
Jt. Managing  
or wholtime  
Director.

124. (1) Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its members as Managing Director or Managing Directors and/or Special Directors like Technical Director, Finance Director etc., of the Company, either or without any limitation as to the period for which he is or they are to hold such office, for a fixed term and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s), Wholtime Directors), Special Director(s), Technical Director(s), Finance Director(s) such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine.

- (2) The Board, whenever they appoint more than one Managing Director, may designate one or more of them as Managing Directors, Joint Managing Directors or Deputy Managing Directors, as the case may be.

125. (1) Subject to the provisions of section 255 of the Act, a Managing/Joint Managing Director or whole time director shall not, while he continues to hold that office, be liable to retirement by rotation but (subject to the provisions of any contract between him and the company) he shall be subject to the same provisions as to resignation and removal as the other directors, and he shall ipso facto and immediately, cease to be a Managing/Joint Managing Director or whole time director if he ceases, to hold the office of Director for any reason, whatsoever.

Seniorities of  
Managing/  
Jt. Managing  
and/ or  
Wholtime  
Director.

- (2) If, any time, the total number of Managing and/or Joint Managing and/or Wholtime Director is more than one-third of the total number of Directors, the Managing/Joint Managing and/or Wholtime Directors, who shall not retire, shall be determined by and in accordance with their respective seniority's of the Managing/Joint Managing and/or Wholtime Directors by the date of their respective appointments as Managing/Joint managing and/ or Wholtime Directors of the Company.

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| 126. Subject to the provisions of section 309, 310, 311 and 314 and other applicable sections if any, of the Act a Managing/Joint Managing and/or whole time director may receive such remuneration as may from time to time be prescribed by the Act and sanctioned by the company in General Meeting.   | Remuneration of Managing Jt. Managing/ whole-time Director.     |
| 127. Subject to the provisions of the Act in particular to the prohibitions and restrictions contained in Section 292 thereof, the Board may, from time to time entrust to and confer upon a Managing/Joint Managing and or wholetime Director for the time being such of the powers exercisable under these presents by the Directors as it may think fit; and may confer such powers for such time and to be exercised such object and purposes and upon such terms and conditions and with such restrictions as it thinks fit and it may confer such powers either collaterally with, or to the exclusion of, and in substitution for all or any of the powers of the Directors in that behalf; and may from time to time revoke, withdraw, alter or vary all or any of such powers. | Power of Managing or Jt. Man-aging and/ or wholetime Directors. |

### NOMINEE DIRECTORS

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|---|--|
| 128. So long as any moneys remain owing by the Company to The Industrial Development Bank of India, The Industrial Finance Corporation of India (IFCI), The Industrial Credit and Investment Corporation of India Limited (ICICI), The Industrial Reconstruction Corporation of India (IRCL) Life Insurance Corporation of India (LIC), Unit Trust of India (UTI), General Insurance Corporation of India (GIC), National Insurance Company Limited (NIC), The Oriental Fire and General Insurance Company Ltd (OFGI), The New India Assurance Company Limited (NIA), United India Insurance Company Limited (UI), or a State Financial Corporation or any financial institution owned or controlled by the Central Government or a State Government or the Reserve Bank of India or by two or more of them or by Central Government or State Government by themselves (each of the above, is hereinafter referred to as 'The Corporation') out of any loans/ debentures assistance granted by them to the company so long as the Corporation holds or continues to hold debenture/shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of the guarantee furnished by the Corporation, shall have a right to appoint from time to time, any person or persons as a Director or Directors, wholetime or non wholetime (which Director or Directors, is/are hereinafter referred to as Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s. The Board of Directors of the Company shall have no power to remove from the office the Nominee Director/s. At the option of the Corporation such nominee Director/s shall not be required to hold any share qualification in the Company and shall not be liable to retirement by rotation of Directors. | Power to appoint Nominee Director etc. |
|---|--|

Such Nominee Directors shall be entitled to same rights and privileges and be subject to the same obligations as any other Director of the Company. The Nominee Director/s appointed under this Article shall be entitled to receive notices of and attend all General Meetings, Board Meeting and of the meetings of the Committee which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notice and minutes. Provided also that in the event of the Nominee Director/s being appointed as wholtime Director/s such Nominee Director/s shall exercise such powers and duties as may be approved by the Corporation and have such rights as are usually exercised or available to a wholtime Director in the management of the affairs of the company. Such wholtime Director/s shall be entitled to receive such remuneration, fees, commission and monies as may be approved by the Corporation.

Provided that for computing the number of Directors liable to retire by rotation (that is to say the two thirds proportion under Section 255 of the Companies Act) the nominee directors shall not be taken into account. [To clarify the number of total number of directors should be reduced by the number of nominee directors in office and then the two thirds proportion of directors liable to retirement by rotation is to be computed. That is only one third of the above number of reduced directors(total directors minus nominee directors) are liable to retire by rotation as per Section 256 in every Annual General Meeting.]

#### **MANAGER**

Power to  
appoint  
Manager

129. Subject to the provisions of sections 197A, 317, 388 and other applicable Section of the Act the Board may, from time to time, appoint an individual as the Manager of the Company and may determine his powers and duties and fix his remuneration and the period for which he is to hold such office.

#### **SECRETARY**

Power to  
appoint  
Secretary

130. Subject to the provisions of Section 383A of the Companies Act, the Managing Director or the Joint Managing Director or the Whole-time Director may, at any time and from time to time, appoint any individual possessing the prescribed qualifications to be the Secretary of the Company and may determine his powers and duties and fix his remuneration and the period for which he is to hold such office.

#### **THE SEAL**

Custody of  
Seal

131. The Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and the Directors shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except by or under the authority of

the Directors or a Committee of Directors previously given and every deed or other instrument to which the Seal of the Company is required to be affixed, shall be affixed in the presence of at least one Director or the manager or the Secretary or such other person as the Board/Committee of the Board may appoint for the purpose, who shall sign every instrument to which the Seal is so affixed in his presence; Provided that the certificates of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Issue of Share Certificate) Rules, 1960 or any statutory modification thereof for the time being in force."

### ANNUAL RETURNS

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| 132. | The Company shall comply with the provisions of Sections 159 and 161 of the Act as to the making of Annual Returns. | Annual<br>Returns |
|------|---|-------------------|

### RESERVES

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| 133. | Subject to the provisions of the Act, the Board may , from time to time before recommending any dividend, set apart any and such portion of the profits of the Company as it thinks fit as Reserves to meet contingencies or for the liquidation of any debenture, debts or other liabilities of the Company, for equalisation of dividends, repairing, or maintaining any of the property of the Company and for such other purposes of the Company as the Board in its absolute discretion thinks conducive to the interests of the Company ; and may, subject to the provisions of section 372 of the Act, invest the several sums so set aside upon in such investments as it may think fit, and from time to time deal with and vary such investments and dispose of ail or any part thereof for the benefit of the Company , and may divide the Reserves into such special funds as it thinks fit ,with full power to employ the Reserves or any parts thereof in the business of the Company, and that without being bound to keep the same separate from the other assets. | Reserves               |
| 134. | All money carried to the Reserve shall nevertheless remain and be profits of the Company, subject to due provisions being made for actual loss or depreciation, for the payment of dividends and such moneys and all the other moneys of the Company not immediately required for the Company may, subject to the provisions of section 370 and 372 of the Act, be invested by the Board in or upon such investments or securities as it may select, or may be used as working capital or may be kept at any bank on deposit or otherwise as the Board may from time to lime, think proper.  | Investment<br>of Money |

### CAPITALISATION OF RESERVES

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| 135. | Any General Meeting may upon the recommendation of the Board resolve that any undivided profits of the Company standing to the credit of the Reserves, or any Capital Redemption Reserve Account, or in the hands of the Company and available | Capitalisation<br>of Reserves |
|------|--|-------------------------------|



for dividend or representing premiums received on the issue of the shares and standing to the credit of the Share Premium Account be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholder in paying up in full or any unused shares, debentures or debenture stock of the Company which shall be distributed accordingly or towards payment of the uncalled liability on any issued shares, and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum. Provided that any sum standing to the credit of a Share Premium Account or a Capital Redemption Reserve Account may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

Fractional  
Certificates

136. For the purpose of giving effect to any resolution under the preceding Article the Board may settle any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may determine that cash payment shall be made to any members in order to adjust the rights of all parties and may vest such cash in trustees upon such trusts for the persons entitled to the capitalised funds as may seem expedient to the Board. Where requisite a proper contract shall be filed in accordance with Section 75 of the Act, and the Board may appoint any person to sign such contract on behalf of the persons entitled to the capitalised fund, and such appointment shall be effective.

How profits  
shall be  
divisible.

137. Subject to the rights of members entitled to shares (if any) with preferential or special rights attached to them, the profits of the Company from time to time determined to be distributed as dividend in respect of any year or other period shall be applied for payment of dividend on the shares in proportion to the amount of capital paid up on the shares provided that unless the Board otherwise determines all dividends shall be apportioned and paid proportionally to the amounts paid or credited as paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. Provided always that (subject as aforesaid) any capital paid up on a share during the period in respect to which a dividend is declared shall (Unless the Board otherwise determines or the terms of issue otherwise provide, as the case may be) only entitle the holder of such shares to an apportioned amount of such dividends as from the date of payment but so that where capital is paid up in advance of calls such capital shall not confer a right to participate in profits.

Declaration  
dividends

138. 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, subject to the provisions of Section 207 of the Act, fix the time for payment.



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| 139. | No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.  | Restrictions on amount of dividends. |
| 140. | Subject to the provisions of Section 205 of the Act, no dividend shall be payable except out of the profits of the Company or out of moneys provided by the Central or a State Government for the Payment of the Dividend in pursuance of any Guarantee given by such Government and no dividend shall carry interest against the Company.   | Dividend                             |
| 141. | Subject to the provision of the Act, the declaration of the Board to the amount of the net profits of the Company shall be conclusive.   | What is to be deemed net Profits.    |
| 142. | The Board may, from time to time declare and pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company.   | Interim Dividends                    |
| 143. | The board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls on shares or otherwise.  | Debts may be deducted.               |
| 144. | Subject to the provisions of Article 17 any General Meeting declaring a dividend may adjust a call made by it on the member of such amount as the meeting fixed, but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend.  | Dividend and call together.          |
| 145. | No dividend shall be payable except in cash. Provided that nothing in foregoing shall be deemed to prohibit the capitalisation of profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on the shares held by the members of the Company.   | Dividend in cash                     |
| 146. | A transfer of shares shall not pass the rights to any dividend declared thereon before the registration of the transfer by the Company.  | Effect of transfer.                  |
| 147. | The Company may pay interest on capital raised for the construction of works or buildings when and in so far as it shall be authorised to do so by Section 208 of the Act.   | Payment of interest on capital       |
| 148. | No dividend shall be paid in respect of any share except to the registered holder of such shares or to his order or to his bankers but nothing contained in this Article shall be deemed to require the bankers of a registered shareholder to make a separate application to the Company for the payment of the dividend. Nothing in this Article shall be deemed to affect in any manner the operation of Article 146. | To whom dividend payable             |
| 149. | Any one of the several persons who are registered as the jointholder of any share may give effectual receipt for all dividends, bonuses and other payment in respect of such share.  | Dividend to joint holders.           |

## WIRES AND FABRIKS (S.A.) LIMITED

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| Payment by post.   | <p>150. Unless otherwise directed in accordance with Section 206 of the Act, any</p> <p>150A. "The Company may pay dividend, interest or other money payable to the members/ investors/ or their mandatees by a cheque or warrant sent to the Registered address or by electronic transfer of funds to the Bank Account of the members/ investors/ mandatees."</p>  |
| Unpaid and unclaimed dividends   | <p>151. No unclaimed or unpaid dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the company shall comply with the requirements of sec.205A of the Act, as regards any unpaid or unclaimed dividends declared by the Company.</p>   |
| 'Right to Dividend right shares and bonus shares in abeyance pending registration of transfer of shares' | <p>(A) Where any instrument of transfer of shares has been delivered to the company for registration and the transfer of such shares has not been registered by the Company, it shall notwithstanding anything contained in any other provisions of the Act, comply with the provision of Section 206A of the Act.</p>  |
| Books of Account to be kept.   | <p>152. The Board shall cause to be kept in accordance with section 209 of the Act proper books of account with respect to :</p> <ul style="list-style-type: none"> <li>(a) all sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure takes place ;</li> <li>(b) all sales and purchases of goods by the Company ;</li> <li>(c) the assets and liabilities of the Company; and</li> <li>(d) any other particulars as are required to be included in books of account by order of the Central Government.</li> </ul> |
| Where to be kept.  | <p>153. The books of account shall be kept at the office or at such other place in India as the Board may decide and when the Board so decides, the Company shall, within seven days of the decision, file with the Registrar a notice in writing giving the full address of the other place.</p>   |
| Inspection   | <p>154 (1) The books of account, other books and papers shall be open to inspection during business hours by any Director, Registrar or other Officer authorised by the Central Government in his behalf.</p> <p>(2) The Board shall, from time to time determine whether and to what extent, and at what times and places, and under what conditions or regulations, the books of account and books and documents of the Company, other than those referred to in Article 121(2) and 177 or any of them, shall be open to</p>  |

## BOOKS AND DOCUMENTS

the inspection of the members not being Directors and no member (not being a Director) shall have any right of inspecting any books of account or books or document of the Company except as conferred by law or authorised by the Board or by the Company in General Meeting.

155. The books of account of the Company together with the vouchers relevant to any entry in such books of account shall be preserved in good order for a period of not less than the period as provided in Section 209 (A) of the Act.

Books of accounts and vouchers to be preserved.

### BALANCE SHEET AND ACCOUNTS

156. At every Annual General Meeting, the Board shall lay before the Company a Balance Sheet and Profit and Loss Account made up in accordance with the provisions of section 210 of the Act and such Balance Sheet and Profit and Loss Account shall comply with the requirements of Sections 210, 211, 212, 215 and 216 and of Schedule VI to the Act so far as they are applicable to the Company but save as aforesaid, the Board shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than it may deem expedient.

Balance sheet and profit and loss account

157. There shall be attached to every Balance Sheet laid before the Company, a report by the Board Complying with section 217 of the Act.

Annual Report of Directors.

158. A copy of every Balance Sheet (including the Profit and Loss Account, the Auditor's report and every documents required by law to be annexed or attached to the Balance Sheet) shall, unless agreed to by all the members, be sent not less than twentyone days before the meeting to every such member, trustee for holders of any debenture and other person to whom the same is required to be sent by the said section, provided that the Board of directors may in their absolute discretion instead send a statement containing the salient features of such documents in the prescribed form to every member of the company and to every trustee for the holders of any debentures issued by the Company, in accordance with the provisions contained in section 219 of the Act as amended by the Companies (Amendment) Act, 1988.

Copies to be sent to Members and others.

159. The Company shall comply with section 220 of the Act as to filing copies of the Balance sheet and Profit & Loss Account and documents required to be annexed or attached thereto with the Registrar.

Copies of Balance Sheet etc. to be filed

160. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive except as regards any error which may be discovered therein afterwards.

When accounts to be deemed finally settled

## AUDIT

Accounts to  
be audited  
annuity.

161. Once at least in every financial year the books of account of the Company shall be examined by one or more Auditor or Auditors.

Appointm-ent  
remuneration,  
right, duties of  
Auditors.

162. The Appointment, powers, rights, remuneration and duties of the Auditors including the first Auditor of the Company shall be regulated by Section 224 to 227 of the Act. Where the Company has a Branch Office, the provisions of Section 228 of the Act shall apply.

## SERVICE OF NOTICES AND DOCUMENTS

163 (1) A notice or other document may be given by the Company to any member either personally or by sending it by post to him to his registered or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving notice to him.

(2) Where a notice or other documents is sent by post:

Service by  
post

(a) Service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice or document, provided that where a member has intimated to the Company in advance that notices or documents should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sufficient sum to defray the expenses of doing so, service of the notice or document shall not be deemed to be effected unless it is sent in the manner intimated by the member; and

(b) Such service shall be deemed to have been effected :

(i) In the case of a notice of a meeting at the expiration of forty-eight hours after the letter containing the same is posted and

(ii) In any other case at the time at which the letter would be delivered in the ordinary course of post.

Notices to  
members who  
have not  
supplied  
address.

164. A notice or other document advertised in a newspaper circulating in the neighbourhood of the Office shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notice to him. Any member who has no registered address in India, shall, if so required to do by the Company, supply the Company with an address in India for the giving of notices to him.

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| 165. A notice or other documents may be served by the Company on the joint- holders of a shares by giving the notice to the joint-holder named first in the Register in respect of the share.   | Notice to jointholders                           |
| 166. A notice or other document may be served by the Company on the persons entitled to a shares 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 representative of the deceased, or assignee of the insolvent or by any like description, at the address in India supplied for the purpose by the persons claiming to be so entitled, or, until such address has been so supplied by giving the notice in any manner in which the same might have been given if the death or insolvency had not occurred.  | Notice to persons entitled to transmi-ssion.     |
| 167. Any notice required to be given by the Company to the members or any of them and not expressly provided for by these Articles or by the Act shall be sufficiently given if given by advertisement.   | When no-lice may be given by Adverti sement      |
| 168. Any notice required to be or which may be given by advertisement shall be advertised once in one or more newspaper circulating in the neighbourhood of the Office,   | How to be advertised.                            |
| 169. Any notice given by advertisement shall be deemed to have been given on the day on which the advertisement shall first appear.   | When notice by advertisement deemed to be served |
| 170. 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 being entered on the register shall have been duly given to the person from whom he derives his title to such share.  | Transferee etc. bound by prior notices.          |
| 171. Subject to the provision of Article 169 any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall notwithstanding such member be then deceased and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any registered share, whether held solely or jointly with other person by such member until some other person be registered in his stead as the holder or joint holders thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his heirs, executors or administrators and all persons, if any, jointly interested with him in any such shares. | Notice valid through member deceased.            |

#### KEEPING OF REGISTERS AND INSPECTION

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| 172. The Company shall duly keep and maintain at the office in accordance with the requirements of the Act in that behalf, the following Registers:- | Registers, etc. to be maintained by the Company |
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# WIRES AND FABRIKS (S.A.) LIMITED

- (1) A Register of investment not held by the Company in its own name pursuant to Section 49(7) of the Act.
- (2) A Register of Charges pursuant to Section 143(1) of the Act.
- (3) A Register and index of Members in accordance with all applicable provisions of the Companies Act, 1956 and the Depositories Act, 1996 with details of shares held in material and dematerialised forms in any media as may permitted by, law, including in any form or electronic media. The Company shall be entitled to keep in any State or Country outside India a branch Register of Members Resident in that State or Country.
- (4) A Register of Renewed and Duplicate Certificate pursuant to Rule 7(2) of the Companies (Issue of Share Certificates) Rules, 1960 or any statutory modification or re-enactment thereof.
- (5) A Register of Debenture holders pursuant to Section 152 and whenever the Company has more than 50 debenture-holders constitutes an index, an index of Debenture holders pursuant to Section 152(2) of the Act.
- (6) A Register of Contracts pursuant to Section 301 of the Act.
- (7) A Register of Directors, Managing Director/Joint-Managing Director and Secretary pursuant to Section 303 of the Act.
- (8) A Register of Directors share holdings pursuant to Section 307 of the Act.
- (9) A Register of Loans, etc. pursuant to Section 370 of the Act.
- (10) A Register of Investment made by the Company in shares and debentures of other bodies corporate pursuant to Section 372 of the Act.

Supply of  
copies of  
Registers etc.

173. The Company shall comply with the provisions of Section 39 118, 163, 192, 196, 219, 301, 302, 307, 370 and 372 of the Act as to the supplying of copies of the Registers, deeds, documents, instruments, returns, certificates and books therein mentioned to the persons therein specified, when so required by such persons on payment of the charges if any, prescribed by the said sections.

Inspection of  
Registers etc.

174. Where under any provision of the Act, any person, whether a member of the Company or not, is entitled to inspect any register, return, certificate, deed, instrument or document required to be kept or maintained by the Company, the person so entitled to inspection shall be permitted to inspect the same during the hours of 10 a.m. and 12 noon on such business days as the Act requires them to be open for inspection.

When  
Reg-isters of  
Members and  
Dbenture  
holdes may be  
closed.

175. The Company may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Office is situated close the Register of Member or the Register of Debenture holders, as the

case may be, for any periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

176. On any sale of the undertaking of the Company, the Board or the Liquidators on a winding-up shares, debentures or securities of any other Company, whether incorporated in India or not either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Board (if the profits of the Company permit) or the Liquidators (in a winding-up) may distribute such shares or securities, or any other property of the company amongst the members without realisation or vest the same in trustees for them and any Special Resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefit or property, otherwise than in accordance with the strict legal rights of the members or contributories of the Company, and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up such statutory rights (if any) under section 494 of the Act as are incapable of being varied or excluded by these Articles.
- Reconstruction

### SECRECY

177. Every Director, Secretary, Trustee for the Company, its members or debenture holders, member of a Committee, officer, servant, agent, accountant or other person employed in or about the business of the Company shall, if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe a secrecy respecting all transactions of the Company either its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in discharge of his duties except when required so to do by the Board or by any General Meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provision in these Article contained.
- Secrecy
178. No member (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or subject to Article 154, to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade secret to be or secret process or of any matter whatsoever which may relate to the conduct of the business of the company and which in the opinion of the Board it will be inexpedient in the interest of the Company to communicate.
- No members to enter the premises of the Company without permission.

## WINDING UP

Distribution  
of assets.

179. If the Company shall be wound up and the assets available for distribution among the members 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 Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

Distribution  
of assets in  
specie.

180. If the Company shall be wound-up whether voluntarily or otherwise the Liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, any part of the Company and may, with the like sanction, vest any part of the assets of the company in Trustees upon such trusts for the benefit of the contributories, or any of them as the Liquidators, with the like sanction, shall think fit.

## INDEMNITY

181. Every Director, Secretary or officer of the Company or any person (whether an Officer of the Company or not) employed by the Company and any person appointed as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Secretary, Officer, employee or Auditor in defending the proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted, or in connection with any application under section 633 of the Act in which relief is granted to him by the Court.

**WIRES AND FABRIKS (S.A.) LIMITED**

We, the several person whose names, address and descriptions hereunto subscribed are desirous of being formed into a Company in accordance with this Articles of Association and we respectively agree to take the number of shares set opposite to our respective names.

| Names, Addresses and description of Subscribers                                | Number of Equity Shares taken by each Subscriber | Names, Addresses and description of Witness  |
|--|--|--|
| <b>Sawalram Fogla</b><br>372, Upper Chitpur Road<br>Calcutta-7<br>Merchant     | 100<br>(Equity Shares )                          | <b>Arabinda Kumar Dutta</b><br>21/2A, RajendraDeb Road<br>Calcutta-7<br>Service Holder |
| <b>Gouri Shankar Saraogi</b><br>29 Burtalla Street<br>Calcutta-7<br>Landholder | 100<br>(Equity Shares )                          |  |
| <b>Dolgobinda Pal</b><br>151, Beliaghata Main Road<br>Calcutta-10<br>Merchant  | 100<br>(Equity Shares)                           |  |
| <b>Ram Ballabh Modi</b><br>29, Burtalla Street<br>Calcutta-7<br>Merchant       | 100<br>(Equity Shares )                          |  |

Calcutta, the 6th day of March, 1957.