
MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

REC Limited



सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Delhi
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

Corporate Identity Number: L40101DL1969GOI005095

SECTION 13(1) OF THE COMPANIES ACT, 2013

**Certificate of Registration of the Special Resolution Confirming Alteration of
Object Clause(s)**

The shareholders of M/s REC LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on -- altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at New Delhi this Eighteenth day of November Two thousand twenty-two.



MANGAL RAM MEENA

Registrar of Companies
RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

REC LIMITED

CORE 4SCOPE COMPLEX, 7 LODI ROAD, NEW DELHI, Delhi, India, 110003





GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Delhi
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

Corporate Identity Number: L40101DL1969GOI005095

SECTION 13(1) OF THE COMPANIES ACT, 2013

**Certificate of Registration of the Special Resolution Confirming Alteration of
Object Clause(s)**

The shareholders of M/s REC LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 24-09-2021 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at New Delhi this Fourth day of October Two thousand twenty-one.



Sachin Yadav

Registrar of Companies

RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

REC LIMITED

CORE 4SCOPE COMPLEX, 7 LODI ROAD, NEW DELHI, Delhi, India, 110003





सत्यमेव जयते
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): L40101DL1969GOI005095

I hereby certify that the name of the company has been changed from RURAL ELECTRIFICATION CORPORATION LIMITED to REC LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name Rural Electrification Corporation Limited.

Given under my hand at New Delhi this Thirteenth day of October two thousand eighteen.

DS Ministry of Corporate Affairs (Govt of India) 23	<small>Digitally signed by DS Ministry of Corporate Affairs, DN: cn=DS Ministry of Corporate Affairs, o=Ministry of Corporate Affairs, ou=Government of India, email=ds@nic.gov.in, c=IN</small>
---	--

SANJAY BOSE

Registrar of Companies
RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

REC LIMITED

CORE 4SCOPE COMPLEX, 7 LODI ROAD, NEW DELHI, Delhi, India, 110003



CIN No. U40101DL1969PLC5095



Company No. **55-5095**

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME ON
CONVERSION TO PUBLIC LIMITED COMPANY**

*In the Office of the Registrar of Companies, N.C.T. of Delhi & Haryana
(under the Companies Act, 1956 (1 of 1956))*

IN THE MATTER OF M/s. **RURAL ELECTRIFICATION CORPORATION**
(A DEEMED PUBLIC COMPANY u/s 43A)
LIMITED

I hereby certify that **RURAL ELECTRIFICATION CORPORATION**
LIMITED (A DEEMED PUBLIC COMPANY u/s 43A) which was originally
incorporated on **TWENTY FIFTH** day of **JULY**
Nineteen Hundred and ~~NINETY~~ **SIXTY NINE** under the ~~INDIAN~~
~~COMPANIES ACT, 1956 (ACT 1 OF 1956)~~ Companies Act, 1956 (Act 1 of 1956) under
the name **RURAL ELECTRIFICATION CORPORATION PRIVATE LIMITED**
having duly passed the necessary Special Resolution on **27-9-2002**
in terms of section 31/21 read with section 44 of the Companies Act, 1956,
the name of the said Company is this day changed to **RURAL ELECTRIFICATION**
CORPORATION LIMITED and this Certificate is
issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this **EIGHTEENTH**
day of **JULY** **Two Thousand THREE.**



Navrang
(Dr. NAVRANG SAINI)
REGISTRAR OF COMPANIES,
N.C.T. OF DELHI AND HARYANA



Form I. R.

CERTIFICATE OF INCORPORATION

No. 5095 of 19 69-70

"PRIVATE" word is deleted.

5095 C.A. 6. J.P.
Asst. Registrar of Companies -
Delhi & Haryana

I hereby certify that RURAL ELECTRIFICATION CORPORATION ~~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 NEW DELHI

this TWENTY-FIFTH (3rd) day of JULY (Shravana)

One thousand nine hundred and SIXTY NINE (SAKA-1891)



V.S. Joneja

(V.S. Joneja)
Assistant Registrar of Companies.
Delhi.

MEMORANDUM OF ASSOCIATION

OF

REC Limited

INDEX

Particulars	Clause/ Sub-Clause	Page No.
Name Clause	I	1
Registered Office Clause	II	1
Objects	III	
Objects for which the Company is established.	III(a)	1
Matters considered necessary in furtherance of Objects	III(b)	2
Liability of members	IV	5
Share Capital	V	5

**ARTICLES OF ASSOCIATION
OF
REC Limited
INDEX**

Particulars	Article No.	Page No.
Definitions	1	7
Table 'F' not to apply	2	9
Company to be governed by these Articles	2	9
Company is a public Company	3	10
Authorized Share Capital	4	10
Buy-back of shares	5	10
Shares under control of Board	6	10
Payment of Commission and brokerage	7	10
Right of members or debenture holders to certificates	8	11
Dematerialization of Securities	9	12
Issue of new certificate of Share or Debenture	10	12
Calls on Shares	11	13
Evidence in actions by company against shareholders	12	14
When interest on call payable	13	14
Payment in anticipation of calls may carry interest	14	14
Joint-holders liabilities to pay	15	14
Company's lien on Shares and Debentures	16	14
Application of proceeds of sale	17	15
Forfeiture of Shares	18	15
Effects of forfeiture	19	16
Declaration of forfeiture	20	16
Provisions regarding forfeiture to apply in the case of non-payment of sums payable at a fixed time	21	17
Board may issue new certificate	22	17
Transfer and transmission of Shares or Debentures or other securities	23	17
Register of Members and Register of Transfer of shares	24	18
Company not bound to recognize any interest in shares other than that of the registered holders	25	18
Execution of transfer	26	18
Nomination/Transmission of Shares/Debentures/Other Securities	27	18
Transmission of Share/Debentures/Other Securities by Nominee	28	19

Particulars	Article No.	Page No.
No fees to be charged	29	20
Closing of Registers of Members and Debenture/other securities holders	30	20
Issue and Trading of Securities in Demat Mode	31	20
Depository to furnish information	32	20
Cancellation of Certificate upon surrender by a person	33	21
Option to opt out in respect of any security	34	21
Service of Documents	35	21
Provisions of Articles to apply to shares held by a Depository	36	21
Allotment of securities dealt with in a Depository	37	21
Distinctive number of securities held in a Depository	38	21
Power to alter share capital	39	21
Redeemable Preference Shares	40	22
Kinds of Share Capital	41	22
On what condition new shares may be issued	42	22
How far new share to rank with shares in original capital	43	23
Issue of shares at par or premium	44	23
Issue of Sweat Equity Shares	45	24
Reduction in Capital etc.	46	24
Power to modify	47	24
Power to borrow	48	24
Conditions on which money may be borrowed	49	24
Securities may be assignable free from equities	50	25
Persons not to have priority over any prior charge	51	25
Indemnity may be given	52	25
General Meeting	53	25
Board to call extraordinary general meeting	54	25
Notice of Meeting	55	26
To whom notice of general meeting be given	56	26
Transferees etc. bound by prior notice	57	26
How notice to be signed	58	26
How time to be counted	59	26
Service of documents in members	60	26
Notification of address by a holder of shares having no registered place of address	61	26
Notice to joint-holders	62	27
How notice to be given to representatives of a deceased or bankrupt members	63	27
Omission to give notice	64	27
Business of general meeting	65	27
Quorum	66	27
Right of President to appoint any person as his representative	67	28

Particulars	Article No.	Page No.
Chairman of general meeting	68	28
How questions to be decided at shareholders' meetings	69	28
What is to be evidence of the passing of resolution where poll not demanded	70	28
Postal Ballot	71	29
Poll	72	29
Power to adjourn general meeting	73	29
In what cases poll taken without adjournment	74	29
Business may proceed notwithstanding demand of poll	75	29
Chairman's decision conclusive	76	29
Entitlement to vote on show of hands and on poll and voting through electronic means	77	29
No voting by proxy on show of hands	78	29
Votes in respect of shares of deceased and bankrupt members	79	29
Voting by Joint holders	80	30
Vote in respect of share of members of unsound mind	81	30
Proxies permitted to vote on a Poll	82	30
Instrument appointing proxy to be in writing	83	30
Instrument appointing proxy to be deposited at office	84	30
When vote by proxy valid through authority revoked	85	30
No member entitled to vote etc. while call due to Company	86	31
Time for objection to vote	87	31
Representation at meeting	88	31
Right to inspect and take extracts of documents	89	31
Number of Directors	90	31
Appointment of Directors	91	31
Appointment of Secretary	92	34
Disclosure of interest and interested Directors not to participate in Board Proceedings	93	34
General Powers of the Company vested in Board	94	34
Specific powers to Directors	95	35
Delegation of Powers to Committee, Chairman/CMD, Director or any other official(s) of the Company	96	39
CMD/Directors to cause minutes to be made in books	97	39
Common Seal	98	39
Disqualifications of directors	99	40
Meeting of Directors and quorum	100	40
Board Meetings	101	40
Power of quorum	102	40
Chairman of Board meetings	103	40

Particulars	Article No.	Page No.
Matters to be reserved for the President	104	41
Delegation of powers to committees	105	41
Chairman of meeting of Committees	106	41
When acts of Board or a Committee thereof valid notwithstanding defective appointments etc.	107	41
Passing of Resolution by Circulation	108	42
Capitalization of Profits and issue of Bonus securities	109	42
Dividends	110	42
Capital paid up in advance	111	43
Declaration of dividends	112	43
When to be deemed net profits	113	43
Interim Dividend	114	43
Debts may be deducted	115	43
Dividend and call together	116	43
Effect of transfer on dividend	117	43
Retention in certain cases	118	44
Dividend to joint holder	119	44
Payment of dividend by post	120	44
Notice to dividend	121	44
Unclaimed dividend	122	44
Accounts to be kept	123	44
Inspection of accounts books	124	44
Inspection by members	125	44
Financial Statements	126	44
Documents to be published with Board's Report	127	45
Statement of Profit and Loss	128	45
Copy of Financial Statements to be sent to members	129	45
Accounts to be audited annually	130	45
Appointment of auditors	131	45
Auditor's right to attend the general meeting	132	45
Powers of the Comptroller and Auditors General	133	45
Comments upon or supplement to audit-report by the Comptroller and Auditor General to be placed before annual general meeting	134	46
Rights of the President	135	46
Preliminary Expenses	136	46
Distribution of assets on winding up	137	46
Secrecy Clause	138	47
Indemnity	139	47
Individual responsibility of directors	140	47

MEMORANDUM OF ASSOCIATION

OF

REC Limited

- # I. The name of the Company is “REC Limited”.
- II. The Registered Office of the Company will be situated in the Union Territory of Delhi.
- * III. (a) The objects for which the Company is established are:-
- * (1) To implement government schemes for the promotion and development of the power related infrastructure in the country.
 - * (2) To fund or undertake studies, surveys, investigations, research on any project, activity or work associated with objects of REC and to carry out any activity including consultancy, training and to fund/promote any entity etc. in the business interest of the Company.
 - * (3) To execute projects, activities or works of creation, up-gradation, renovation, improvement, maintenance, repair, modernization, modification, replacement, augmentation, etc., related to generation, transmission, distribution or supply of power of any form including power from sources of renewable energy.
 - * (4) To finance projects, activities or works of creation, up-gradation, renovation, improvement, maintenance, repair, modernization, modification, replacement, augmentation, etc. of assets related to generation, transmission, distribution or supply of power of any form including power from sources of renewable energy.
 - * (5) To finance projects, activities or works including electrification works for creation, up-gradation, renovation, improvement, maintenance, repair, modernization, modification, replacement, augmentation, etc., of electrical and electromechanical/hydro systems, standalone or that are part of large projects including but not limited to projects of lift irrigation, smart city, electrification of railway line, airport etc.
 - * (6) To finance projects, activities, schemes for energy conservation, energy efficiency and environmental aspects of power including co-generation/tri-generation/combined heat and power, waste heat recovery system(s), e-mobility & associated infrastructure.
 - * (7) To finance projects for establishment, expansion, modernization, operations and maintenance of units for manufacture/supply of capital equipment(s) required in power sector including renewable energy & allied sectors.

Altered/amended by Special Resolution in 49th AGM held on 25.09.2018.

* Altered/amended by Special Resolution passed in 52nd AGM held on 24.09.2021.

- * (8) To finance activities having forward and/or backward linkage with power projects including but not limited to development of coal and other mining activity(ies) for use as fuel or other fuel supply arrangements for the power sector, laying of railways line(s), road(s), bridge(s), port(s), jetty(s), harbor(s), airport(s), gas pipeline(s), gas terminal(s) and to meet other enabling infrastructure facility(ies) that may be required for the speedy and effective development of power/energy sector.
- #(9) To lend to logistics and infrastructure sectors to the extent permitted by the Government of India.

* III. (b) Matters considered necessary in furtherance of Objects:-

- * (1) To borrow/obtain, for purposes of the Company, foreign currency including Commercial Loans, official developments assistance loan or foreign lines of credit from any bank or financial institution or Government / Authority or by issue of bonds/debentures or otherwise in such manner as the company may think fit, in India or in any foreign country.
- (2) To borrow, or raise money or to receive money on deposit or loan at interest or otherwise in such manner as the company may think fit and in particular by the issue of debentures or debentures stock, perpetual or otherwise and convertible into share of this or any other company and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charge or lien upon all or any other property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company, of any obligation undertaken by the Company or any other person, firm or company, as the case may be.
- (3) To construct, execute, carry out, improve work, develop administer, manage or control works which expression in this Memorandum includes electric, light power, telephone telegraphic and power supply of extension of electric lines for pumpsets for intensive agriculture on a compact area basis, for supply of power to small scale rural industries, for lift irrigation from rivers for domestic lighting, for irrigation for development of sugarcane, tobacco, tea-gardens, other crops and other rural uses.
- (4) To enter into any contract or arrangement for the more efficient conduct of the business of the company or any part thereof and to sublet any contract from time to time.
- (5) To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund, Development Fund, or any other special fund whether for depreciation, for repairing improving, extending or maintaining any of the property of the Company or for another purposes conducive to the interest of the company.
- (6) To establish, provide, maintain and conduct experimental workshops for scientific and technical experiments, to undertake and carry on scientific and technical experiments and test of all kinds, to promote studies, scientific and technical, investigations, and inventions by providing, sub-siding engaging or assisting workshops, libraries, lectures, meetings and conferences, and generally to encourage, promote and reward studies, investigations, experiments, tests and inventions of any kind that be considered likely to assist any business which the Company is authorised to carry on.

* Altered/amended by Special Resolution passed in the 52nd AGM held on 24.09.2021.

Altered/amended by Special Resolution passed through Postal Ballot on 27.10.2022

- (7) To provide for the welfare of the employees or ex-employees of the company and the wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings, or chawls, or by grants of money, pensions and allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company, may think fit and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or other institutions or objects or purposes.
- (8) To guarantee the payment of money unsecured or secured to guarantee or to become sureties for the performance of any contracts or obligations.
- (9) To enter into any arrangements with the Government of India, or any local or State Government in India or with any authorities, local or otherwise or with other persons that may seem conducive to the Company's objects or any of them and to obtain from them any rights, powers and privileges, licences, grants and concessions which the Company may think it desirable to obtain or to carry out, exercise and comply with such arrangement right, privileges and concessions.
- (10) To invest and deal with the moneys of the Company in any of the securities, shares, investments, properties, movable and immovable and in such manner as may from time to time be determined and so sell, transfer or, transfer or deal in with the same.
- (11) To lend money on mortgage of immovable property or on hypothecation or pledge of movable property or without security to such persons and on such terms as may seem expedient and in particular to persons, having dealings with Company.
- (12) To make, draw, accept, endorse, execute, and issue cheques promissory notes, bills of lading, debentures and other negotiable or transferable instruments.
- (13) To pay for any properties, rights or privileges acquired by the Company either in share of the Company partly in shares and partly in cash.
- (14) To acquire or take over with or without consideration and carry on the business of agents by themselves or in partnership with others or Companies or partnership or concerns whose objects may be similar, in part or in whole to those of the Company.
- (15) To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of this company and to acquire or hold shares therein.
- (16) To let out on hire all or any of the property of the Company whether movable or immovable including all and every description of apparatus or appliances.
- (17) To enter into partnership or into any arrangement for sharing or pooling profits, amalgamation, union of interests, co-operation, joint venture of reciprocal concession or otherwise or amalgamate with any person or company carrying on or engaged in, or about to carry on or engaged in any business or transaction which this company is authorised to carry on or engage in any business, undertaking or transactions which may seem capable of being carried on or conducted so as directly or indirectly to benefit this Company.

- (18) To train and pay for the training in India or abroad any of the Company's employees or any candidate or to recruit and employ foreign experts in the interest of or furtherance of the Company's objects.
- (19) To sell, let, exchange or otherwise deal with the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other Company having objects altogether or in part similar to those of this Company.
- (20) To sell, improve, manage, develop, exchange, lease, mortgage, engravings, dispose of, turn to account, or otherwise deal with, all or any part of property and rights of the Company.
- (21) To receive grants, loans, advances, or other moneys on deposit, or otherwise from State or Central Government, Banks, Companies, Trusts or individual with or without allowance of interest thereon.
- (22) To promote and undertake the formation of any institution or company for the purpose of acquiring all or any of the property, rights and liabilities of this company or for any other purpose which may seem directly or indirectly calculated to benefits this Company or form any subsidiary company or companies.
- (23) Generally to do all such other things may by deemed incidental or conducive to the attainment of the above objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- (24) To obtain, apply for, arrange for the issue or enactment of order or Act of Legislature of Act of Authority of India or any other part of the world for enabling the company to obtain powers, authorities, protection, financial and other help, necessary or expedient to carry out or extend any of the objects of the company or for any other purposes which may seem expedient and to oppose any proceedings or applications or any other endeavors, steps or measures, which may seem calculated directly or indirectly to prejudice the company's interests.
- (25) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stocks securities and evidence of indebtedness or the right to participate in profits or other similar documents issued by any Government, authority Corporation or body or by company or body of persons and any option or right in respect thereof.
- (26) To act as an agent of the Government of public sector financial institutions, to exercise all the rights and powers exercisable at any meeting of any company engaged in the planning, investigations research, design and preparation or preliminary feasibility/and detailed project reports, construction, generation operation and maintenance of power stations and projects, transmission, distribution and sale of power in respect of any shares held by the Government public financial institutions, nationalised banks, nationalised insurance companies with a view to secure the most effective utilisation of the financial investments and loans in such companies and the most efficient development of the concerned industries.

** (27) To carry on the business of electric supply and to do all things incidental to such business, like purchase or otherwise acquire from any Government, State or authority any licences, connections grants, decrees, rights, power and privileges whatsoever which may seem to the Company capable of being turned to account and to work, develop, carry out exercise and turn to account the same.

** (28) To Acquire the right to use or manufacture and to put up telegraphs, telephones, phonographs, radio transmitting or receiving stations or sets, dynamos, accumulators, and all apparatus in connection with the generation, accumulation distribution, supply and employment of electricity, including all cables, wires or appliances for connecting apparatus at a distance with other apparatus, and including the formation of exchanges or venters.

IV. The Liability of the members is limited.

*V. The Authorized Share Capital of the Company is ₹ 5000,00,00,000 (Rupees Five Thousand Crore only) dividend into 500,00,00,000 (Five Hundred Crore only) equity shares of ₹ 10/- (Rupees Ten only) each.

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

* Altered by Special Resolution passed in the 47th Annual General Meeting held on 21.09.2016.

** Sub-clause nos. (1) & (2) of Clause III (c) subsumed, without any change, as Sub-clause nos. (27) & (28) in Clause III(b) pursuant to Special Resolution passed in 52nd AGM held on 24.09.2021.

Name of subscriber	Address, Description and occupation, if any	No. of shares taken	Signature of subscribers	Signature of witnesses and their addresses, description and occupation
1. President of India Through Sh. K.P. Mathrani S/o Shri Pribhdas Mathrani	Secretary, Ministry of Irrigation & Power, New Delhi for and on behalf of the President of India	One		
2. Sh K.G.R. Iyer S/o Shri K.S. Govindaswamy Iyer	Joint Secretary Ministry of Irrigation & Power, New Delhi	One		
3. Shri A. T. Bambawale S/o Shri T.A. Bambawale	Joint Secretary, Ministry of Finance, Deptt. of Economic Affairs, New Delhi	One		
4. Shri A. P. Seethapathy S/o Shri A. L. Padmanabha Iyer	Member, Central Water and Power Commission New Delhi	One		
Total No. of Shares		<u>Four</u>		

Dated this 25th of July 1969

ARTICLES OF ASSOCIATION

OF

REC Limited

Article No.	Particulars	Heading
	The following regulations comprised in these Articles of Association were adopted pursuant to Members' resolution passed at the 47 th Annual General Meeting of the Company held on September 21, 2016 - in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.	
1.	In these Articles, unless there be something in the subject or context inconsistent therewith:-	"Definitions"
	"Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and Rules made thereunder and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.	"The Act"
	"Articles" means these articles of association of the Company or as altered from time to time in pursuance of the Act.	"The Articles"
	"Beneficial Owner" shall have the meaning assigned thereto in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.	"Beneficial Owner"
	"Board of Directors" or "Board" means the collective body of the Directors of the Company.	"Board"
	"Share Capital" or "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	"Capital"
	"Chairman" means the Chairman of the Board of Directors for the time being of the Company.	"Chairman"
	*"Company" means REC Limited.	"The Company"
	"Debenture" shall have the same meaning as defined under clause (30) of Section 2 of the Act.	"Debenture"

* Altered/amended by Special Resolution in 49th AGM held on 25.09.2018.

“Debenture holder” mean the duly registered holders from time to time of the debentures of the Company. **“Debenture holder”**

“Dematerialization” is the process by which shareholder/ debenture holder/and any other securities holder can get physical share/debenture certificates converted into electronic balances in his account maintained with the participant of a Depository. **“Dematerialization”**

“Director” means a Director appointed to the Board of a company. **“Director”**

“Dividend” includes any interim dividend. **“Dividend”**

“Employees Stock Option” means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price. **“Employees Stock Option”**

“Government” means the Central Government. **“Government”**

“Lien” shall mean any right, title or interest existing or creating or purporting to exist or created by way of or in the nature of sale, agreement to sell, pledge, hypothecation, license, hire purchase, lease, tenancy, mortgage, charge, co ownership, trespass, squatting, attachment or other process of any court, tribunal, or authority, statutory liabilities which are recoverable by a sale of property or any other third party rights or encumbrance generally. **“Lien”**

“Office” means the Registered Office for the time being of the Company. **“Office”**

“Postal Ballot” includes voting by shareholders by postal or electronic mode instead of voting personally for transacting businesses in a general meeting of the company. **“Postal Ballot”**

"President" means the President of India. **"The President"**

“Records” includes the records maintained in the form of books or stored in computer or in such other form as may be determined by regulations made by SEBI in relation to the Depositories Act. **“Record”**

“Register of Members/Register of Debenture holders” means the Register of Members/Register of Debenture holders to be kept pursuant to provisions of the Act and also the Register and Index of Beneficial Owners maintained by the Depository (ies) under Section 11 of the Depositories Act, 1996. **“Register of Members/Debenture holders”**

“Registrar” means the Registrar of Companies as defined under sub-section (75) of Section 2 of the Act. **“Registrar”**

"Rematerialization" is the process of converting securities held in an electronic form in a demat account into paper form i.e. physical certificates. **"Rematerialization"**

"Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act. **"Rules"**

"Seal" means the common seal of the Company. **"Seal"**

"Company Secretary" or "Secretary" means a Company Secretary within the meaning of clause (c) of sub-section (1) of Section 2 of the Company Secretaries Act, 1980 who is appointed by a Company to perform the functions of a Company Secretary under the Act. **"Company Secretary"**

"Share" means a share in the share capital of a company and includes stock. **"Share"**

"Securities" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956. **"Securities"**

"Sweat equity shares" means such equity shares as are issued by a company to its directors or employees at a discount or for consideration, other than cash, for providing their know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called. **"Sweat equity shares"**

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

Words importing the singular number shall include the plural number & vice versa and words importing the masculine gender shall, where the context admits, include the feminine gender. **"Number" and "Gender"**

Words or expressions used and not defined in these Articles, but defined in the Act, Depositories Act, 1996, Securities Contracts (Regulation) Act, 1956 and Securities and Exchange Board of India Act, 1992 shall have the same meanings assigned to them therein. The Marginal Notes hereto shall not affect the construction hereof.

2. The regulations contained in the Table 'F' in Schedule I to the Act shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act. **Table 'F' not to apply**

The Articles 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 with reference to the repeal or alteration of or addition to its regulations as prescribed or permitted by the Act, be such as are contained in these Articles. **Company to be governed by these Articles**

3. Company is a public company within the meaning of the Act. **Company is a public Company**
4. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company for the time being into Equity Share Capital and Preference Share Capital and to attach thereto respectively any preferential, qualified or special rights including as to voting, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the Act and Rules thereunder. **Authorized Share Capital**
5. Notwithstanding any of the provisions of these Articles, the Company may buy-back its own shares or other specified securities as the Board may consider appropriate subject to such approvals, permissions and sanctions, if any, as may be necessary and subject to such limits, restrictions, terms and conditions etc. as may be prescribed under the provisions of the Act and Rules made thereunder or any applicable law, as amended from time to time. **Buy-back of shares**
6. (i) Subject to the provisions of the Act and these Articles, the shares of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as it may, from time to time, think fit. **Shares under control of Board**
- (ii) Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment in full or in part, for any property sold and transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued otherwise than for cash, as fully paid – up or partly paid-up and if so issued shall be deemed to be fully paid shares. **Allotment of shares otherwise than for cash**
- (iii) Notwithstanding anything to the contrary contained in the Act or in these Articles, after an issue, where the securities are dealt with the Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.
7. (i) Subject to the provisions of the Act, as may be applicable, the Company may at any time pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, provided that the rate of commission paid or agreed to be paid shall not exceed the maximum permissible rate as prescribed under the Act and Rules made thereunder. Such commission may be **Payment of Commission and brokerage**

satisfied by payment of cash or allotment of fully or partly paid shares/debentures/securities or partly in one way and partly in the other.

- (ii) The Company may pay a reasonable and lawful sum of brokerage.

8. (i) Subject to the provision of any other law or any order of Court, Tribunal or other authority, every member shall be entitled, without payment, to one or more certificates for all the shares of each class or denomination registered in his name, or if the Board so approve (upon paying such fees as the Board may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within two months from the date of allotment unless the conditions of issue thereof otherwise provide, or within one month from the date of receipt of instrument of transfer, transmission, sub division, consolidation or renewal of any of its shares, as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid up thereon and shall be in such form as the Board may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several right holders shall be sufficient delivery to all such holders.
- Right of members or debenture holders to certificates**
- (ii) All securities held by a Depository shall be dematerialized and be in a fungible form and shall not be progressively numbered and the provisions relating to the progressive numbering shall not apply to the shares or other securities of the Company which are dematerialized and no certificate shall be issued in respect of the shares or other securities issued/held in dematerialized form with the Depository.
 - (iii) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares or other securities in the records of the Depository, as the absolute owner thereof as regard the receipt of dividends or bonus or service of notice and all or any other matters connected therewith and the Depository shall not have any voting rights or any other rights in respect of the shares or other securities held by it. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a Depository.
 - (iv) All blank forms to be issued for issue of certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board or a Committee of Board duly appointed

or such other Officers as may be authorized by the Board. The blank forms shall be consecutively machine numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms as well as books and documents relating to the issue shall be kept in the custody of the Committee of the Board, if so authorized by the Board or Company Secretary.

9. (i) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize or rematerialize its shares, debentures and other securities (both present and future) held by it with the depository and to offer its shares, debentures, and other securities for subscription in a dematerialized form, pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any. **Dematerialization of Securities**

- (ii) Every person subscribing to securities offered by the Company shall have the option to receive the security certificate or to hold the security with a Depository. Such a person who is the beneficial owner of security can at any time opt out of a Depository if permitted by law, in respect of any security and the Company shall, in the manner and within the time prescribed provided by the Depositories Act, 1996 and other applicable laws, issue the required certificates of security to the beneficial owner.

If a person opts to hold his security with the Depository, then notwithstanding anything to the contrary contained in the Act or in these Articles, the Company shall intimate such depository the details of allotment of the security and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

- (iii) Notwithstanding anything to the contrary contained in the Act or in these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- (iv) Save as otherwise provided in (iii) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (v) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member/security holder, as the case may be of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a Depository.

10. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new **Issue of new certificate of Share or Debenture**

Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. No fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

The provision of this Article shall *mutatis mutandis* apply to the debentures of the Company or any other securities issued by the Company.

11. (i) **Calls on Shares** The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of Board make such call as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them and each member shall pay the amount of every call so made on him to the person and at the times and places appointed by the Board. A call may be made payable by installments. Thirty days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person to whom such call shall be paid. A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board. A call may be revoked or postponed at the discretion of the Board. The Board may from time to time at its discretion, extend the time fixed for the payment of any call, but no member shall be entitled to such extension save as a matter of grace and favour.
- (ii) That where calls are made on partly paid up shares :
- (a) Call notice shall be sub-divided into smaller units when so required by the registered shareholders and duplicate call notices shall be issued at the request of the persons beneficially entitled on production of satisfactory evidence that they are so beneficially entitled.
- (b) Payment of calls money shall be accepted from the beneficial holders on production of sub-divided or duplicate call notices without insisting that the shares in respect of these call moneys are paid shall be transferred into the names of the beneficial holders.
- (c) The surrender of call money receipts shall be accepted when allotment letters are presented to the Company to be exchanged for share certificates regardless of persons in whose favour the receipts have been made out and the Board shall not require surrender of any receipts from the registered shareholder(s) of the issue of discharge or indemnity from him or them before issuing the share certificate(s).

(iii) The provisions of this Article shall *mutatis mutandis* apply to the calls on debentures or any other securities issued by the Company.

12. Subject to the provisions of any other law in force on the trial or hearing or any action or suit brought by the Company against any member or his representatives to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is, or was, when the claim arose, on the Register as a holder, or as one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Board who made any calls, nor that a quorum was present at the Board meeting at which any call was made was duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt. **Evidence in actions by company against shareholders**
13. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate as may be fixed by the Board. However, the Board may waive payment of any such interest wholly or in part. **When interest on call payable**
14. The Board may, subject to the provisions of the Act, if they think fit, agree to and receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him beyond the sums actually called for, and upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate, as the member paying such sum in advance and the Board agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. **Payment in anticipation of calls may carry interest**
- The members shall not be entitled to any profits or dividend or voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.
- The provisions of this Article shall *mutatis mutandis* apply to the calls on debentures or other securities issued by the Company.
15. The joint holders of any share shall be jointly and severally liable to pay all calls in respect of such share. **Joint-holders' liabilities to pay**
16. (i) The Company shall have a first and paramount lien upon all shares/debentures (other than fully-paid shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures, and no equitable **Company's lien on Shares and Debentures**

interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the company's lien if any, on such shares/debentures.

Provided that the Board may at any time declare any shares / debentures to be wholly or in part exempt from this clause.

- (ii) The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien. **Enforcement of lien by sale**

Provided that no sale shall be made (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

17. The proceeds of the sale shall be applied in payment of such part of the amount in respect of which the lien exists and presently payable, and the residue shall (subject to a like lien for sums not presently payable, as-existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale. The purchaser shall be registered as the holder of the shares, and he shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. **Application of proceeds of sale**

The provisions of this article shall *mutatis mutandis* apply to the Company's lien on debentures or any other security issued by the Company.

18. (i) If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment which is unpaid, together with any interest which may have accrued. **Forfeiture of Shares**
- (ii) The notice aforesaid shall:-
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
 - (iii) If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the board to that effect. When any share is forfeited, entry of the forfeiture with the date thereof shall be made in the register.
 - (iv) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
 - (v) At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
19. (i) A person whose share has been forfeited shall cease to be a member in respect of forfeited share, but shall notwithstanding such forfeiture, remain liable to pay, and shall forthwith pay to the Company, all calls, or installments, interest and expenses, owing upon or in respect of such share, at the time of forfeiture, together with interest thereon, from time of forfeiture until payment at the rate as may be determined by the Board from time to time and the Board may enforce the payment thereof, or any part thereof, without any deduction allowance for the value of the shares at the time of forfeiture, but shall not be under any obligation to do so. **Effects of forfeiture**
- (ii) The liability of such person shall cease if and when the Company shall have received payment of all such moneys in respect of the shares.
20. (i) A duly verified declaration in writing that the declarant is a Director, the Manager or Secretary of the Company, and that share(s) in the Company have been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share(s). **Declaration of forfeiture**
- (ii) The Company may receive the consideration, if any, given for the share(s) on any sale, re-allotment or disposal thereof and may execute a transfer of share in favour of the person to whom the share is/are sold or disposed of.
- (iii) The transferee shall thereupon be registered as the holder of the share.
- (iv) The transferee shall not be bound to see the application of the purchase money, if any, nor shall his title to the share(s) be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of share(s).

21. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the term of issue of a share or debenture becomes payable at a fixed time, whether on account of the nominal value of the share or debenture or by the way of premium, as if the same had been payable by virtue of a call duly made and notified. **Provisions regarding forfeiture to apply in the case of non-payment of sums payable at a fixed time**

22. Where any share, under the power in that behalf herein contained, is reissued by the Board consequent to the forfeiture of shares and the certificate in respect thereof has not been delivered 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. **Board may issue new certificate**

The provisions of this article shall *mutatis mutandis* apply to the forfeiture of debentures.

23. The Company shall register the transfer of securities in accordance with the provisions of law as may be applicable from time to time. **Transfer and transmission of Shares or Debentures or other securities**

The instrument of transfer of shares or debentures shall be in the format as prescribed in the Act and Rules and all provisions of Act shall be duly complied with in respect of all transfer of shares and registration thereof.

Subject to the provisions of these Articles and applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any shares or interest of a Member in or debentures of the Company. The Company shall within thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.

Provided that the registration of a transfer 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 except where the Company has a lien on shares.

Further, the Board may, subject to applicable law and these Articles and further subject to the right of appeal, decline to register:

- (a) the transfer of a share or debentures not being fully- paid, to a person of whom they do not approve;
- (b) any transfer of shares or debentures on which the company has a lien, or when any statutory prohibition or any attachment or prohibitory order of a competent authority restrains the Company from transferring the securities out of the name of the transferor;

(c) when the transferor object to the transfer, provided he serves on the Company within a reasonable time a prohibitory order of a Court of competent jurisdiction.

24. The Company shall, if the shares/debentures/securities of the Company are not in dematerialized form, keep a Register of Members and Register of Transfer of Shares (and/or debentures or other securities) and therein enter the particulars of transfers or transmission of any shares or debentures or other securities, in accordance with the provisions of the Act and Rules made thereunder.

Register of Members and Register of Transfer of shares

Further, the Register and Index of Beneficial Owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also deemed to be the Register and Index of members/debenture holders for the purpose of the Act and Rules. The Company shall have power to keep in any State or Country outside India, a Register of Members/ Debenture holders/other security holders for the resident in that State or Country in accordance with the provisions as laid down under the Act.

25. Subject to the provisions of the Act and Rules made thereunder, the Board shall be entitled to treat the person whose name appears on the register of members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by law required) be bound to recognize any benami trust or equity or equitable contingent or other claim to or interest in such share on the part of any person whether or not it shall have express or implied notice thereof.

Company not bound to recognize any interest in shares other than that of the registered holders

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

Execution of transfer

27. For the purpose of this Article unless the context otherwise requires:
- (i) Every share/debenture/security holder and a depositor under the Company's Public Deposit Scheme (Depositor) of the Company may at any time, nominate in the prescribed manner, a person to whom his Shares/Debentures/Securities or deposits in the Company standing in his name shall vest in the event of his death.
 - (ii) Where the shares or debentures or securities or deposits in the Company are held by more than one person jointly, the joint holder may together nominate, in the prescribed manner, a person to whom all the rights in the shares or bonds or debentures or securities or deposits in the Company, as the case may be, shall vest in the event of death of all the joint holders.

Nomination/Transmission of Shares/Debentures/ Other Securities

- (iii) Notwithstanding anything contained in any other law for the time being in force or in disposition, whether testamentary or otherwise, in respect of such shares/debentures, securities or deposits in the Company, where a nomination made in the prescribed manner purport to confer on any person the right to vest the shares/debentures/securities or deposits in the Company, the nominee shall on the death of the share/debenture/security holder or a depositor or on the death of the joint holders as the case may be, become entitled to all the rights in such shares/debentures/security or deposits, as the case may be, to the exclusion of all persons, unless the nomination is varied, cancelled in the prescribed manner.
- (iv) A nominee of shareholder(s) shall be entitled to the same dividends/interests and other advantages to which he would be entitled to, if he were the registered holder of the share/debenture/security or deposits except that he shall not, before being registered as a member in respect of his share/debenture/security or deposits be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided further 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/debenture or deposits, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable or rights accruing in respect of the share/debenture/securities or deposits, until the requirements of the notice have been complied with.

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

28. A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either:-

**Transmission of
Share/Debentures/
Other Securities by
Nominee**

- (i) To be registered himself as holder of the share/debenture/security or deposits, as the case may be; or
- (ii) To make such transfer of the share/debenture/security or deposits, as the case may be, as deceased share/debenture holder or depositor could have made.
- (iii) If the nominee elects to be registered as holder of the share/debenture/security or deposits, himself, as the case may be, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased share/debenture/security holder or depositor, as the case may be;

(iv) A nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the shares/debentures/securities except that he shall not, before being registered as a member in respect of his share/debenture/securities or deposits be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares/debentures/securities or, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other money(s) payable or right(s) accruing in respect of the shares/debentures/securities, until the requirements of the notice have been complied with.

29. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document. **No fees to be charged**

The provisions of this article shall *mutatis mutandis* apply to transfer and transmission of debentures or any other securities issued by the Company.

30. The Register of Members / Debenture / Securities holders may be closed for any period or periods not exceeding 45 (forty- five) days in the aggregate in each year but not exceeding 30 (thirty) days at any one time or as per applicable statutory provisions, after giving Notice as per provisions of the Act and Rules made thereunder and as per the Regulations as prescribed by the Securities and Exchange Board of India, in this regard, as may be applicable / amended from time to time. **Closing of Registers of Members and Debenture/other securities holders**

31. Notwithstanding anything contained in these Articles, the Company shall have the right to issue securities in a public offer in dematerialized form as required by applicable laws and subject to the provisions of applicable law, trading in the securities of the Company post listing shall be in the demat segment of the relevant Stock Exchange(s) where the securities issued by the Company are listed for trading, in accordance with the regulations/directions of SEBI and the Stock Exchanges. **Issue and Trading of Securities in Demat Mode**

32. Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf. **Depository to furnish information**

The Company shall make available to the Depository copies of the relevant records in respect of securities held by such Depository on behalf of the beneficial owner(s).

33. Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificate and substitute in its records the name of Depository as the registered owner in respect of the said securities and shall also inform the Depository accordingly. **Cancellation of Certificate upon surrender by a person**
34. (i) If a Beneficial Owner seeks to opt out of a Depository in respect of any security, the Beneficial Owner shall inform the Depository accordingly. **Option to opt out in respect of any security**
- (ii) The Depository shall on receipt of intimation as above make appropriate entries in its records and shall inform the Company.
- (iii) The Company shall within thirty (30) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fee as may be specified by the regulations, issue the certificates of securities to the Beneficial Owner or the transferee as the case may be.
35. Notwithstanding anything in the Act or these Articles to the contrary, where securities are held by a Depository, the records of the beneficial ownership may be served by such Depository on the Company by electronic or any other mode. **Service of Documents**
36. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held by a Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act. **Provisions of Articles to apply to shares held by a Depository**
37. Notwithstanding anything in the Act or these Articles to the contrary, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities. **Allotment of securities dealt by Depository**
38. The shares in the capital shall be numbered progressively accordingly to their several denominations, provided however, that the provision relating to progressive numbering shall not apply to the shares of the Company which are dematerialized or may be dematerialized in future or issued in future in dematerialized form. **Distinctive Number of securities held in a Depository**
- 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.
39. Subject to the provisions of the Act, the Company may, with the sanction of members in General Meeting:- **Power to alter share capital**
- (a) increase the share capital by such sum to be divided into shares of such amount as it thinks expedient;

- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;
- (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Subject to the provisions of the Act and Rules made thereunder, any debentures, debenture stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing and allotment of shares.

- 40. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted into equity shares, on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules. **Redeemable Preference Shares**
- 41. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: **Kinds of Share Capital**
 - (a) Equity share capital: (i) with voting rights; and/or (ii) with differential rights as to dividend, voting or otherwise; and
 - (b) Preference share capital.
- 42. New shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation whereof shall direct. Provided that no shares (not being preference share) shall be issued carrying voting rights or rights in the Company as to dividend, capital or otherwise, which are disproportionate to the rights attaching to the holders of other shares (not being preference shares). **On what condition new shares may be issued**

The Board or the Company, as the case may be, in accordance with the Act and Rules, may issue further shares:

- (a) to persons who, at the date of the offer, are holders of equity shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares subject to

conditions as may be prescribed by the Act and Rules which shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or

- (b) to employees under a scheme of employees' stock option, or
- (c) to any persons whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the compliance with the applicable provisions of the Act and Rules made thereunder.

Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the debenture issued or loans raised by the Company:

- (i) to convert such debentures or loans into shares in the Company; or
- (ii) to subscribe for shares in the Company (whether such option is conferred in these Articles or otherwise).

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

- 43. Except so far as otherwise provided by the conditions of issue, or by these articles, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, lien, voting, surrender and otherwise. **How far new share to rank with shares in original capital**
- 44.
 - (i) The new shares shall be at the disposal of the Board and may be allotted or disposed off by them in accordance or in such a manner as may be thought fit, subject to the provisions of the Act. **Issue of shares at par or premium**
 - (ii) The Company may at any time offer shares to its employees. The allotment of such Shares shall abide by these Articles and provisions of the Act.
 - (iii) The Company in general meeting may determine that any shares shall be offered to such persons (whether members or holders or not) in such proportions and on such terms and conditions and either at a premium or at par, as such general meeting shall determine and with full power to give to any such person (whether a member of the Company or not) the option to call for or be allotted shares of any class of the Company either at a premium or at par, such option being exercisable at such time

and for such consideration as may be directed by such general meeting or the company in general meeting may make any other provision whatsoever for the issue, allotment or disposal of any shares.

45. Notwithstanding anything contained in these Articles, the Company may issue sweat equity shares of a class of shares already issued, subject to such conditions and such approvals, permissions and sanction as may be prescribed in the Act, Rules made thereunder or any other statutory provisions for the time being in force. **Issue of Sweat Equity Shares**
46. Subject to the provisions of the Act and Rules, the Company, from time to time, by special resolution reduce its share capital in any manner and in particular and without prejudice to the generality of the foregoing power may:- **Reduction in Capital etc.**
- (a) extinguish or reduce the liability on any of its shares in respect of the share capital not paid-up; or
 - (b) either with or without extinguishing or reducing liability on any of its shares,
 - (i) cancel any paid-up share capital which is lost or is unrepresented by available assets; or
 - (ii) pay off any paid-up share capital which is in excess of the wants of the company.
47. If at any time, the capital, by reason of the issue of preference shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act be modified, abrogated or dealt with by agreement between the company and by any person purporting to contract on behalf of that class provided such agreement is (a) rectified in writing by the holder of at least three-fourths of the issued shares of that class or (b) confirmed by a special resolution passed at separate General Meeting of the holder of share of that class and all the provisions hereinafter contained as to General Meeting shall *mutatis mutandis* apply to every such meeting. **Power to modify**
48. Subject to the provisions of the Act and the Rules, the Board may, from time to time, by a resolution passed at a Meeting of the Board, borrow moneys for the purposes of the Company or secure the payment of any sum(s) in such manner and upon such terms and conditions as they think fit. **Power to borrow**
49. The Board may raise or secure the payment or 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, charge 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 borrowed**

50. Debentures, debenture stock, bonds or other securities, may be made assignable free from any equities between the company and the persons to whom the same may be issued. **Securities may be assignable free from equities**
51. Whenever any uncalled capital of the company is charged all persons taking any subsequent charge thereon shall take the same subject to such prior charge and shall not be entitled by notice to the shareholder or otherwise, to obtain priority over such prior charge. **Persons not to have priority over any prior charge**
52. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability. **Indemnity may be given**
53. The Company shall in each year hold, in addition to any other meeting, a General Meeting as its Annual General Meeting. Subject to the provisions of the Act, an Annual General Meeting of the Members of the Company shall be held every year within six months after the expiry of each financial year or such extended period as may be allowed by the Registrar, provided that not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next. The notice calling the general meeting shall specify it as Annual General Meeting. **General Meeting**

Every Annual General Meeting shall be called on such date, place and time as may be prescribed in the Act from time to time. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of the Act to extend the time within which any Annual General Meeting may be held.

The other General Meetings which may be called at such time and place as may be determined by the Directors shall be called Extra-Ordinary General Meeting.

54. The Board may whenever it deems fit or at the requisition made by not less than one-tenth of the paid-up share capital of the Company as on the date of the receipt of the requisition and which carry the right of voting, call an extraordinary general meeting of the Company within the period as specified in the Act and Rules made thereunder. **Board to call extraordinary general meeting**

If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.

55. A general meeting of the Company may be called by giving not less than clear twenty one days' notice in writing specifying the place, day and hour of the meeting, with a statement of business to be transacted at the meeting. Such notice shall be served on every member in the manner hereinafter provided. Subject to the provisions of the Act, a General Meeting may be convened at a shorter notice. **Notice of Meeting**

Provided that where any resolution is intended to be passed as a special resolution at any general meeting, notice of such meeting specifying the intention to propose the resolution as a special resolution shall be served.

56. Notice of general meeting shall be served on every member of the Company, legal representative of any deceased member or the assignee of an insolvent member, the Auditor or Auditors of the Company, all Directors of the Company and any other person as be prescribed by the Act and Rules. **To whom notice of general meeting be given**

57. Every person who by operation of law, transfer or other means whatsoever becomes entitled to any share, shall be bound by every notice in respect of such share, which were previously served to the name, address and title to the share notified to the Company, shall have been duly given to the persons from whom he derives his title to such shares. **Transferees etc. bound by prior notice**

58. The Notice to be given by the Company may be signed by the authorized person in ink or digitally or by printing of facsimile signature. **How notice to be signed**

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

60. A notice may be served by the Company to any member either personally or by post or by registered post or by speed post or by courier or by delivering at its registered office or address, or by such electronic mode or other mode as may be permitted under the Act and Rules made thereunder, from time to time. **Service of documents to members**

Where securities are held in a Depository, the records of the beneficial ownership shall be provided by such Depository to the Company/Registrar & Share Transfer Agent (R&TA) to enable the Company to serve notices to such members/beneficial owners.

61. A holder of registered shares, who has no registered place of address, may from time to time, notify in writing to the company an address which shall be deemed his registered place of address, within the meaning of the preceding article. **Notification of address by a holder of shares having no registered place of address**

62. A notice may be given by the Company to the joint-holders of share by giving the notice to the joint-holder named first in the register in respect of the share. **Notice to joint- holders**
63. A notice may be given by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through post in a prepaid letter addressed to them by name, or by the title of the representatives of the deceased, or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving notice in any manner in which the same might have been given if the death or insolvency had not occurred. **How notice to be given to representatives of a deceased or bankrupt members**
64. An accidental omission to give any such notice to or the non-receipt of any such notice by any member or other person to whom it should be given shall not invalidate the proceedings at any meeting. **Omission to give notice**
65. The business of any annual general meeting shall be to receive and consider the financial statements including consolidated financial statements along with the Report of the Board of Directors and Auditors, to declare dividends, re-appointment of Directors retiring by rotation and fixing remuneration of Auditors and to transact any other business which under these articles ought to be transacted at an annual general meeting. All other business transacted at an annual general meeting and all business transacted at extraordinary general meeting shall be deemed special. **Business of general meeting**
66. No business shall be transacted at any General Meeting, unless the requisite quorum is present at the time when the meeting proceeds to business. The quorum for a general meeting shall be the presence in person of such number of members as specified in the Act. **Quorum**

When more than one of the joint-holders of a share is present only one of them shall be counted for ascertaining the quorum. Several executors or administrators of a deceased person in whose sole name shares stand shall for the purpose of this clause be deemed joint holders thereof.

The quorum shall be present not only at the time of commencement of the Meeting but also while transacting any business at the Meeting. Further, proxies shall be excluded for determining the Quorum.

If, within half an hour from the time appointed for holding the meeting, a quorum of members is not present, the meeting if convened by or upon requisition of members, shall be dissolved, but in any other case it shall stand adjourned and shall be reconvened in accordance with the provisions of the Act.

If at such adjourned meeting a quorum of members is not present within half an hour from the time appointed for holding the meeting,

the members present, being not less than two in number, shall be the quorum and may transact the business and decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place, if a quorum had been present thereat.

67. (i) The President, so long as he is a member of a company, may, appoint such person as he thinks fit to act as his representative to represent him at all or any meetings of the company. **Right of President to appoint any person as his representative**
- (ii) Any one of the persons appointed under sub-clause (i) of this article who is personally present at the meeting shall be deemed to be member entitled to vote and be present in person and shall be entitled to represent the President at all or any such meeting and to vote on his behalf whether on a show of hands or on a poll.
- (iii) The President may, from time to time, cancel any appointment made under sub-clause (i) of this article and make fresh appointments.
- (iv) The production at the meeting of an order of the President, evidenced as provided in the Constitution of India, shall be accepted by the company as sufficient evidence of any such appointment or cancellation as aforesaid.
- (v) Any person appointed by the President under this article may, if so authorized by such order, appoint a proxy whether specially or generally.

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

On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairman shall have a second or casting vote in addition to the vote to which he may be entitled as a member.

69. All the business to be transacted at the meeting shall be put to vote either through electronic voting or through ballot process in accordance with the provisions and procedure as laid down under the Act and Rules made thereunder. **How questions to be decided at shareholders' meetings**
70. At any general meeting, a resolution put to vote at the meeting shall be deemed to be passed, if it receives requisite majority of votes in favor, as per provisions of the Act and Rules made thereunder and an entry to that effect in the minutes books of the Company kept for that purpose, shall be conclusive evidence in this regard. **What is to be evidence of the passing of resolution where poll not demanded**

71. Notwithstanding anything contained in the Articles of the Company, the Company may adopt the mode of passing resolutions by the members of the Company by means of Postal Ballot (which includes voting by electronic mode or any other mode as may be prescribed in the Act and Rules) instead of transacting such business in a General Meeting of the Company subject to compliances with the procedure for such Postal Ballot and/or other requirements prescribed in the Act and Rules made in this regard. **Postal Ballot**
72. If a Poll is duly demanded, it shall be taken in such manner as prescribed in the Act and Rules made thereunder. **Poll**
73. The Chairman of a general meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. **Power to adjourn general meeting**
74. Subject to the provisions of the Act, any poll duly demanded for adjournment of the Meeting or appointment of Chairman of the meeting shall be taken forthwith. **In what cases poll taken without adjournment**
75. The demand of a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded. **Business may proceed not withstanding demand of poll**
76. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. **Chairman's decision conclusive**
77. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on show of hands, every member present in person shall have one vote and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company. **Entitlement to vote on show of hands and on poll and voting through electronic means**
- A member may exercise his vote by electronic means in accordance with the Act and Rules made thereunder.
78. Members who are not personally present shall not be entitled to vote on a show of hands. **No voting by proxy on show of hands**
79. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company. **Votes in respect of shares of deceased and bankrupt members**

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

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 shares as if he was solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by proxy, one of the said persons present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall, for the purposes of this Article, be deemed joint-holders thereto. **Voting by Joint holders**
81. A member of unsound mind, or in respect of whom an order has been made by a court having jurisdiction in lunacy, may vote whether on a show of hands or on poll, in accordance with the directions issued by such court and as per provisions of the Act and Rules made thereunder. **Vote in respect of share of members of unsound mind**
82. On a poll, vote may be given either personally or by proxy or by duly authorized representative. **Proxies permitted to vote on a Poll**
83. Save as provided in the Act and the Rules, any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting. **Instrument appointing proxy to be in writing**
- No member shall appoint more than one proxy to attend on the same occasion. A proxy shall not be entitled to speak at a meeting or to vote except on a poll. The instrument appointing a proxy shall be in writing in the proforma as prescribed in the Act and Rules made thereunder and be signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
84. The instruments 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 registered office of the company not less than forty eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument or proxy shall not be treated as valid. **Instrument appointing proxy to be deposited at office**
85. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of **When vote by proxy valid through authority revoked**

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

86. Subject to the provisions of the Act and Rules made thereunder, no member shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member at any general meeting or upon a poll or be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member. **No member entitled to vote etc. while call due to Company**
87. No objection shall be made to the validity of any vote except at the meeting or adjourned meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever. **Time for objection to vote**
88. Any member who is a Company, present by a representative, duly authorized by a resolution of the Directors of such company in accordance with the provisions of the Act, may vote and exercise the same rights and powers as if he was a member of the Company. The production at the meeting of a copy of such resolution, duly signed by a Director or the Secretary of such Company and certified by him as being a true copy of the resolution shall at the meeting be accepted by Company as sufficient evidence of the validity of his appointment. **Representation at meeting**
89. The registers, books and documents shall be maintained by the Company in conformity with the applicable provisions of the Act and shall be kept open for inspection by such persons as may be entitled thereto respectively, under the Act, on such day and during such business hours as may, in that behalf be determined in accordance with the provisions of the Act and extracts thereof shall be provided to the entitled persons, free of cost. **Right to inspect and take extracts of documents**
90. Subject to the provisions of the Act and Rules made thereunder, the number of Directors of the Company shall not be less than three and not more than fifteen. The Directors are not required to hold any qualification shares. **Number of Directors**
91. (i) The Chairman/Chairman and Managing Director of the Company shall be appointed by the President on such terms and conditions, remuneration and tenure as the President may determine from time to time. **Appointment of Chairman/Chairman and Managing Director**
- (ii) In addition to the Chairman/Chairman and Managing Director, the President may also appoint Vice Chairman/Managing Director, Whole time Functional Director and other Directors in consultation with the Chairman/Chairman and Managing Director. No such consultation will however be necessary in case of appointment of Directors representing the Government. **Appointment of Vice Chairman/Managing Director/ other Directors**

- (iii) Two-third (any fraction to be rounded off to the next number) Directors of the Company shall be persons whose period of office shall be liable to determination by rotation and save as otherwise expressly provided in the Act, be appointed by the Company in General Meeting. **Re-appointment of Directors who are liable to retire by rotation**

The Chairman/Chairman and Managing Director shall not be liable to retire by rotation.

- (iv) Subject to the provisions of the Act, at every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then, the number nearest to one-third, shall retire from office. 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 became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. **Retirement of Directors by rotation**

Save as otherwise expressly provided in the Act and Rules, the retiring Directors shall be eligible for reappointment.

The Company at the Annual General Meeting in which Director retires, may fill up the vacated office by appointing the retiring Director or some other person thereto.

If the vacancy of the 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 national holiday, till the next succeeding day which is not a holiday, at the same time and place. If at the adjourned meeting also, the vacancy 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 that meeting or at the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost;
- (b) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
- (c) he is not qualified or is disqualified for appointment;
- (d) a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or
- (e) Section 162 of the Act is applicable to the case.

(v) The Board shall have the power to appoint any person, other than a person who fails to get appointed as a Director in a general meeting, as an additional Director on the Board provided that such additional Director shall hold Office only up to the date of next Annual General Meeting of the Company and shall then be eligible for reappointment by such General Meeting. The total number of Directors including additional Directors shall not exceed at any time the maximum strength fixed for the Board by these Articles.

Appointment of Additional Directors

(vi) Subject to the provisions of Section 161 of the Act, the Board may appoint any person, not being a person holding any alternate directorship for any other Director in the Company or holding directorship in the same company, to act as alternate Director for a Director during the latter's absence for a period of not less than three months from India.

Alternate Director

No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of this Act.

(vii) Subject to the provisions of the Act, the Board shall have the power at any time, on nomination by the President or otherwise, to appoint any person, to be a Director to fill up a casual vacancy. Any persons so appointed shall hold Office only up to the date up to which the Director in whose place he is appointed would have held Office if it had not been vacated by him.

Filling of casual vacancy of Directors

(viii) Subject to the provisions of the Act, the Chairman/CMD/Vice Chairman/MD/whole time Functional Directors and other Directors may be paid such remuneration and/or other allowances as the President or the Board may, from time to time, determine. Further, subject to the provisions of the Act and Rules, such reasonable additional remuneration as may be fixed by the President or the Board may be paid to any one or more of the Directors for extra or special services rendered by him or them or otherwise.

Payment of remuneration and/or allowances to Directors

(ix) The Part-time Directors may be paid sitting fee for attending meetings of the Board of Directors or any Committee thereof as may be decided by the Board from time to time not exceeding the maximum limit as prescribed under the Act.

Payment of Sitting Fee to Part-time Directors

(x) The Office of a Director shall become vacant in accordance with the provisions set out in the Act and such cases of vacation of Office shall be regulated in accordance with this provision.

Vacation of the Office by Directors

(xi) Subject to the provisions of the Act, the President shall have the right to remove and/or dismiss, at his absolute discretion, the Chairman/CMD/Vice-Chairman/MD/Whole time Functional Director and other Directors for any reasons whatsoever.

Power to remove any Director and fill the vacancy caused thereof

Director may be removed from Office in accordance with their terms of appointment, or if no such terms are specified, on the expiry of three months' notice issued in writing by the President or with immediate effect on payment of the pay in lieu of the notice period. The President shall have the right to fill any vacancy caused in this regard including any vacancy caused by removal, resignation, dismissal, death or otherwise.

- (xii) The Board shall have the power to appoint any person as a Director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in the Company. **Power to appoint Nominee Director(s)**

If any Financial Institution or any other Creditor is, by arrangement or agreement with the Company, given the right/power to appoint one or more Nominee Director/s the tenure and other terms and conditions for holding the Office of such Nominee Director/s so appointed shall be determined by the concerned Financial Institution or Creditor subject to the provisions of the Act, other applicable extent laws/statutory Rules/Guidelines and these Articles.

92. The Board may from time to time appoint and at their discretion remove, a person (hereinafter called "the Company Secretary") to perform function which by the Act or by these Articles are to be performed by the Company Secretary and to execute any other duties which may from time to time be assigned to the Secretary by the Board. **Appointment of Secretary**

93. (i) Every Director of the Company shall disclose the nature of his concern or interest in accordance with the provisions of the Act. **Disclosure of interest and interested Directors not to participate in Board Proceedings**
- (ii) No Director of a company shall as a Director take any part in the discussion of or vote on, any contract or arrangement entered into or to be entered into, by or on behalf of the company, if he is in anyway, whether directly or indirectly, concerned or interested in the contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void as provided in the Act and Rules made thereunder.

94. (i) Subject to the provisions of the Act, the Board of Directors of the Company shall be entitled to exercise all such powers and to do all such acts and things as the Company is authorized 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 Act or by the memorandum and articles of the company or otherwise, to be exercised or done by the Company in general meeting. **General Power of the Company vested in Board**

Provided further that in exercise of any such power or doing any such act or thing, the Board shall be subject to the provisions contained in that behalf in the Act or any other Act or in the memorandum and articles of the Company, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in general meeting.

- (ii) 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.

95. Without prejudice to the general powers conferred by preceding Articles and the other powers conferred by these Articles and subject to the provisions of the Act, the Board shall have the following powers, that is to say powers: **Specific powers to Directors**

- (i) **To approve Company's plans and budget** - To approve the Company's five year and annual plans and the Company's annual budget.
- (ii) **To acquire property** - to purchase, take on lease or otherwise acquire for the company, property, rights or privileges which the Company is authorized to acquire at such price and generally on such terms and conditions as they think fit.
- (iii) **Work of capital nature** - To authorize the undertaking of works of a capital nature including purchase of new items or for their replacement, in accordance with the powers delegated by the Government of India from time to time.
- (iv) **To pay property in debentures etc.** - to pay for any property, rights, or privileges acquired by, or services rendered to the company either wholly or partially in cash or in shares, bonds, debentures or other securities of the company, and such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures or other securities may be either specially charged upon all or any part of the property of the company and its uncalled capital or not so charged.
- (v) **To secure contracts by mortgage** - subject to provisions of the Act, to secure the fulfillment of any contracts or engagement entered into by the company by mortgage or charge of all or any of the property of the company and its uncalled capital for the time being or in such other manner as they may think fit.
- (vi) **To appoint officers etc.** - to appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents, and servants for permanent, temporary or special services as they may from time to time, think fit, and to determine their powers and duties and fix their salaries or emoluments, and to require security in such instances and to

such amounts as they think fit, provided that appointment of any person who has already attained the age of 60 (Sixty) years shall be made to any posts in the manner and as per the directions of Government of India from time to time.

- (vii) **To appoint trustees** - to appoint any person or persons (whether incorporated or not) to accept and hold in trust for the company, and property belonging to the company, or in which it is interested or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
- (viii) **To bring and defend action etc.** - to institute, conduct, defend, compound or abandon any legal proceedings by or against the company or its officers, or otherwise concerning the affairs of the company, and also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company.
- (ix) **To refer to arbitration** - to refer any claims or demands by or against the company to arbitration and observe and perform the awards.
- (x) **To give receipts** - to make and give receipts, releases and other discharges for money payable to the company and for the claims and demands of the company.
- (xi) **To authorize acceptance etc.** - to determine who shall be entitled to sign on the company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents.
- (xii) **To appoint attorneys** - from time to time to provide for the management of the affairs of the company in such manner as they think fit, and in particular to appoint any person to be the attorneys or agents of the company with such powers (including power to sub-delegate) and upon such terms as may be thought fit.
- (xiii) **To invest moneys** - subject to the provisions of Section 179 of the Act, to invest in the Reserve Bank of India or in such securities and deal with any of the moneys of the Company upon such investment authorised by the Memorandum of Association of the Company (not being shares in this Company) and in such manner as they think fit and from time to time to vary or realise such investments.
- (xiv) **To give security by way of indemnity** - to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any liability for the benefit of the Company such mortgage of the

company's property (present and future) as they think fit and such mortgage may contain a power of sale and other powers, covenants and provisions as shall be agreed on.

- (xv) **To give percentage** - subject to the approval of the President, to give to any person employed by the company a commission on the profits of any particular business transaction, or a share in the general profits of the company, and such commission or share or profits shall be treated as part of the working expenses of the company.
- (xvi) **To make bye-laws** - from time to time to make vary and repeal bye-laws for the regulation of the business of the company, its officer and servants.
- (xvii) **To give bonus etc.** - to give, award or allow any bonus, pension, gratuity or compensation to any employee of the company, or his widow, children or dependents that may appear to the directors just or proper, whether such employee, his widow, children, or dependents have not a legal claim upon the company.
- (xviii) **To create provident fund** – before declaring any dividend and subject to approval of the President to set aside such portion of the profits of the company as they may think fit, to form a fund to provide for pensions, gratuities or compensations or to create any provident or benefit and in such manner as the directors may deem fit.
- (xix) **To establish local board** – from time to time and at any time to establish any local board for managing any of the affairs of the Company in the specified locality in India, or out of India, and to appoint any person to be members of such local board and to fix their remuneration and from time to time and any time to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Directors other than their power to make calls, and to authorize the members for the time being of any such local board or any of them to fill up any vacancy therein and to act notwithstanding vacancy(ies) and any such appointment or delegation may be made on such terms, and subject to such conditions as the directors may think fit, and the directors may at any time remove any person so appointed and annul or vary any such delegation.
- (xx) **To make contracts etc.** – to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the company as they may consider expedient for or in relation to any of the matter aforesaid or otherwise for the purpose of the company.

- (xxi) **To delegate power** – subject to the provisions of the Act to delegate all or any of the powers, authorities and discretion for the time being vested in them, subject however to the ultimate control and authority being retained by them.

Any such delegate may be authorized by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him.

- (xxii) **To borrow moneys** –Subject to the provisions of the Act, to borrow or raise or secure the payment of money on behalf of the Company in such manner as the Directors may think fit and in particular by way of acceptance of deposit, issue of Debentures, or Debenture stock, or bonds, perpetual or otherwise, or in any other manner, and create a charge upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem, or payoff any such securities.
- (xxiii) **To execute mortgages** – to execute mortgage and to create charges on its properties.
- (xxiv) **To open and deal in bank accounts in any currency -**
To open accounts with any bank or bankers in any currency, and pay money into and draw money from any such account from time to time as the Directors may think fit.
- (xxv) **Training of Personnel & Research & Consultancy** – (a) To undertake training of personnel in the relevant activities undertaken by the company.
- (b) To undertake research and consultancy in the relevant fields enumerated in the memorandum and articles of association of the company.
- (xxvi) **Formation of joint venture / subsidiary companies -**
To establish joint ventures and promote wholly or partly owned company(ies) or subsidiary company(ies) in India or abroad subject to compliance of Government Guidelines issued from time to time.
- (xxvii) **Entering into foreign collaborations** - to approve any agreements involving foreign collaboration to be entered into by the Company and to approve purchases.
- (xxviii) **Entering into strategic alliances** - To enter into technology joint ventures or strategic alliances.
- (xxix) **To obtain technology and know-how** - to obtain by purchase or other arrangements, technology and know-how.

- (xxx) **To effect organizational restructuring** - to effect organizational restructuring including establishment of profit centres, opening of offices in India and abroad, creating new activity centres etc.
- (xxx) **Creation and winding up of posts** - Creation and winding up of all posts including and upto those of non-Board level Directors, as per directives and powers delegated by Government of India from time to time.
96. (i) Subject to the provisions of the Act, the Board may, from time to time, entrust and confer upon Chairman/CMD, a Committee or Sub-Committee of the Board or a Functional Director or any other official(s) of the Company, for the time-being such of the powers as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and on such terms and conditions and with such restrictions as they may think expedient and may, from time to time, revoke, withdraw, alter or vary all or any of such powers. **Delegation of Powers to Committee, Chairman/CMD, Director or any other official(s) of the Company**
- (ii) The Chairman/CMD may sub-delegate any of the powers delegated to him by the Board to any officer or other employees of the Company.
97. The CMD / Director(s) shall cause minutes to be made in books provided for the purpose: **CMD/Directors to cause minutes to be made in books**
- (a) of all appointments of officers made by the Directors;
- (b) of the names of the directors present at each meeting of directors and of any committee of the directors;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Board, and of the Committees of the Board.
98. (1) The Board of 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 to provide for the safe custody of the same for the time being. **Common Seal**
- (2) The seal of the Company shall not be affixed on any instrument (other than share certificate) except by the authority of a resolution of the Board of Directors or of a Committee of the Board and in the presence of one Director at the least.

In the case of share certificate(s), the seal shall be affixed in the presence of :

- (a) two Directors duly authorized by the Board of Directors of the Company for the purpose or the Committee of the Board, if so authorized by the Board; and
- (b) the Secretary or any person authorized by the Board for the purpose.

99. A person shall not be capable of being appointed as a Director of the Company if he suffers from any of the disqualifications enumerated in the Act, to the extent applicable to the Company. The office of a Director shall be vacated, if any of the conditions set out in the Act are satisfied. This is without prejudice to the right of the President to remove any director without assigning any reason whatsoever. **Disqualifications of directors**
100. The Directors may meet together either in person or through such other means as prescribed in the Act for the conduct of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum in accordance with the Act and Rules, for the transaction of business. **Meeting of Directors and quorum**
101. (i) The Chairman and Managing Director or any Director of the Company, and the Company Secretary, on the requisition of CMD / Director may at any time summon a meeting of the Board and questions arising at any meeting shall be decided by majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. **Board Meetings**
- (ii) At least four meetings of Board of Directors shall be held every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board.
- (iii) Notice of every meeting of the Board of Directors of the Company shall be given to every Director in the mode as may be prescribed in the Act and Rules made thereunder.
102. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretion by or under the article of the company for the time being vested in or exercisable by the Directors generally. **Power of quorum**
103. The Chairman appointed by the President shall ordinarily preside over the Board Meeting. If at any meeting the Chairman is not present within 5 minutes after the time for holding the same, the Directors present may choose one of their members to be the Chairman of the meeting. **Chairman of Board meetings**

104. The Chairman shall reserve for the decision of the President, any proposals or decisions of the Directors in any matter which in the opinion of the Chairman is of such importance as to be reserved for the approval of the President. No action shall be taken by the Company in respect of any proposal or decision of the Directors reserved for the approval of the President as aforesaid until his approval to the same has been obtained. **Matters to be reserved for the President**

Without prejudice to the generality of the other provisions contained in the articles, the Board shall reserve for the decision of the President any matter relating to:

- (i) Sale, lease or disposal otherwise of the whole, or substantially the whole of the undertaking of the Company;
- (ii) Winding up of the Company;
- (iii) Division of capital into different classes of shares; and
- (iv) to approve the Company's revenue budget in case there is an element of deficit, which is proposed to met by obtaining funds from the Government.

105. Subject to provision of the Act, the Board may delegate any of their power to Committees consisting of such member or members of their body as they think fit and may from time to time, revoke such delegation. Any Committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may from time to time, be imposed upon it by the Board. The proceedings of such a Committee shall be placed before the Board of Directors at its next meeting. **Delegation of powers to committees**

The meetings and proceedings of any such committee shall be governed by the provisions of these articles regulating the meetings and proceedings of the Board of Directors, so far as the same are applicable thereto and are not suspended by regulations, if any, made by the Board of Directors as aforesaid.

106. A member of the Committee appointed by the Board or elected by the Committee, as Chairman of the Committee, in accordance with the Act or any other law, shall conduct the Meetings of the Committee. If at any meeting, the Chairman is not present within 5 (five) minutes after the time appointed for holding the same, the Committee shall elect one of its members present to chair and conduct the Meeting of the Committee. **Chairman of meeting of Committees**

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

108. Subject to the provisions of the Act, a resolution in writing signed by a majority of Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. **Passing of Resolution by Circulation**
109. Subject to the provisions of the Act, the Company in general meeting may, upon the recommendation of the Board resolve that any amounts for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Statement of profit and loss or securities premium account or other reserves otherwise available for distribution, be capitalized in either of the following ways:- **Capitalization of Profits and issue of Bonus securities**
- (i) by issue and distribution, as fully-paid shares, debentures or any other securities of the Company, or
 - (ii) by crediting shares of the Company which may have been issued and are not fully paid-up, with the whole or any part of the sum remaining unpaid thereon.
110. (i) The profits of the Company available for payment of division of profits or dividend subject to any special rights relating thereto created or authorized to be created by these presents and subject to the provisions of the Act and these presents as to the reserve fund and amortization of capital shall be divisible among the members in proportion to the amount of capital paid up by them respectively. Provided always that unless the terms of issue otherwise provide, any capital paid up on a share during the period in respect of which a dividend is declared shall only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment. **Dividends**
- (ii) No dividend shall be declared or paid by the company for any financial year except out of profits of the company for that year arrived after providing for the depreciation in accordance with the provisions of the Companies Act or out of profits of the company for any previous financial year or years arrived after providing for the depreciation in accordance with applicable laws and remaining undistributed or out of both or out of moneys provided by the government for the payment of dividend in pursuance of a guarantee given by the government. No dividend shall carry interest against the Company.
 - (iii) For the purpose of the last preceding article, the declaration of the Directors as to the amount of the profits of the Company shall be conclusive.
 - (iv) Subject to the provisions of the Act and Rules, no dividend shall be payable except in cash. A transfer of shares shall not pass the right to any dividend declared thereon after transfer and before the registration of the transfer.

- (v) Any one of the several persons who are registered as the joint holders of any share, may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.
- (vi) Unless otherwise directed, any dividend may be paid by NEFT/RTGS or any other electronic mode or by way of cheque or demand draft or warrant or such other permissible means to the registered address of the member or person entitled or in the case of joint holding, to the registered address of that one whose name stands first in the register in respect of the joint holding and every cheque, demand draft or warrant so sent shall be made payable to the member or to such person and to such address as the shareholder or the joint shareholders in writing may direct.
111. Where capital is paid up on any shares in advance of calls upon the footing that the same shall carry interest such capital shall not whilst carrying interest, confer a right to participate in profits. **Capital paid up in advance**
112. (1) The Company in general meeting may declare a dividend to be paid to the members according to their rights and interest in the capital and may fix the time for payment, but no dividend shall exceed the amount recommended by the Directors. **Declaration of dividends**
- (2) All dividends shall be paid, or the warrants in respect thereof shall be posted to the shareholders entitled to the payment of the dividend, within such time as may be prescribed in the Act and Rules made thereunder.
113. The declaration of the Board as to the amount of the net profits of the Company shall be conclusive. **When to be deemed net profits**
114. The Board may, from time to time, pay to the members such interim dividends as in their judgement the position of the Company justifies. **Interim Dividend**
115. The Board may retain any dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. **Debts may be deducted**
116. Any general meeting declaring a dividend may make a call on the members of such amount as the meeting fixes, but the call on each members shall not exceed the dividends payable to him. If the call be made at the same time as the declaration of the dividends, the dividend may if so arranged between the company and the members be set off against the call. The making of a call under this clause shall be deemed special business. **Dividend and call together**
117. A transfer of shares shall not pass the right to any dividend declared thereon after such transfer and before the registration of the transfer. **Effect of transfer on dividend**

118. The Board may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member or which any person under that clause is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same. **Retention in certain cases**
119. Any one of the several persons who are registered as the joint-holders of any share, may give effectual receipts for all dividends and payments on account of dividends in respect of such shares. **Dividend to joint holder**
120. Unless otherwise directed by the member and subject to the applicable laws, any dividend may be paid by cheque or warrant sent to the registered address of the Member or the person entitled to the same. **Payment of dividend by post**
121. Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the registered holder of shares in the manner hereinafter provided. **Notice to dividend**
122. No unclaimed or unpaid dividend shall be forfeited by the Board and the Company shall comply with the provisions of the Act in respect of unclaimed or unpaid dividend. **Unclaimed dividend**
123. Subject to the provisions of the Act, the Company shall cause to be kept proper books of accounts with respect to: **Accounts to be kept**
- (a) All sums of money received and expended by the company and the matter in respect of which receipt and expenditure take place.
 - (b) All sales and purchases of goods by the Company.
 - (c) The assets and liabilities of the Company.
124. The books of the accounts shall be kept at the registered office of the company or at such other place as the Board may deem fit and shall be open to inspection by the any Director during business hours. **Inspection of accounts books**
125. 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 accounts and books of the Company or any of them shall be open to the inspection of members (not being Directors) and no member (not being a Director) shall have any right of inspecting any account or book of document of the Company except as conferred by law or authorized by the Directors or by the Company in general meeting. **Inspection by members**
126. (i) The financial statements of the Company shall be laid in the Annual General Meeting in accordance with the Act and Rules made thereunder. **Financial Statements**

- (ii) The Financial Statements shall be approved by the Board of Directors and signed on behalf of the Board in accordance with the provisions of the Act, before they are submitted to the Auditors for their Report thereon.
- (iii) The Books of Account and all related documents of the Company relating to a period of not less than eight years immediately preceding the current year together with vouchers relevant to any entry in such books of account shall be preserved in good order.
127. A signed copy of every financial statement, including consolidated financial statement, if any, shall be issued, circulated or published along with a copy of the auditor's report and the Board's report in accordance with the provisions of the Act and rules made thereunder. **Documents to be published with Board's Report**
128. The Statement of Profit and Loss shall be prepared in accordance with the provisions of the Act, rules made thereunder and applicable accounting standards. **Statement of Profit and Loss**
129. The Company shall send a copy of Financial Statements, the Auditor's Report and every other document required by law to be annexed or appended to the Balance Sheet to the registered address of every member of the company in the manner in which notices are to be served at least 21 days before the meeting at which it is to be laid before the members of the company, and shall deposit a copy at the registered office of the company for inspection of members of the company during a period of at least twenty one days before that meeting. **Copy of Financial Statements to be sent to members**
130. Once at least in every financial year, the financial statements of the Company shall be examined and the correctness thereof ascertained by one or more auditors. **Accounts to be audited annually**
131. In regard to the appointments of auditors, the provisions contained in the Act shall apply. **Appointment of auditors**
132. The auditors of the company shall be entitled to receive notice of and to attend any general meeting of the company at which any accounts which have been examined or reported on by them are to be laid before the company and may make any statement or explanation they desire with respect to the accounts. **Auditor's right to attend the general meeting**
133. The Comptroller and Auditor General of India shall have the power: **Powers of the Comptroller and Auditor General**
- (a) to direct the manner in which the company's accounts shall be audited by the auditor/auditors appointed in pursuance of Article 131 hereto and to give such instructions, in regard to any matter relating to the performance of his/their functions as such;
- (b) to conduct a supplementary, or test audit of the company accounts by such person or persons as he may authorize in this

behalf, and for the purposes of such audit, to have access, at all reasonable times, to all accounts, accounts books vouchers, documents and other papers of the company and to require information or additional information to be furnished to any person or persons so authorized on such matters, by such person or persons and in such form, as the Comptroller and Auditor General may by general or special order, direct.

134. The auditor/auditors aforesaid shall submit a copy of his/their audit report to Comptroller and Auditor General of India who shall have the right to comment upon or supplement the audit report in such manner as he may think fit. Any such comments upon or supplement to, the audit report shall be placed before the annual general meeting of the company at the same time and in the manner as the audit report.
- Comments upon or supplement to audit-report by the Comptroller and Auditor General to be placed before AGM**
135. Subject to the provisions of the Act, and notwithstanding anything contained in any of these Articles :
- (i) The President, may from time to time, issue such directives or instructions as he may consider necessary in regard to the conduct of business or affairs of the Company or Directors thereof and in like manner may vary and annul any such directives. The Directors shall give immediate effect to the directives or instructions so issued.
- Provided that all directives or instructions issued by the President shall be in writing addressed to the Chairman. The Board shall, except where the President considers that the interest of National Security requires otherwise incorporate the contents of directives or instructions issued by the President in the Annual Report of the Company.
- (ii) The President will have right to call for such returns, accounts, or other information with respect to the property or activity of the company as may be required from time to time.
136. The Board may pay all expenses incurred in setting up and registering the Company.
- Preliminary Expenses**
137. 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 of the shares held by them respectively, and if 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 winding up paid up or which ought to have been paid up on the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
- Distribution of assets on winding up**

138. (1) No members shall be entitled to require discovery of or any information respecting any details of the company's trading or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the company and which, in the opinion of the directors, it will be inexpedient in the interest of the members of the company to communicate to the public. **Secrecy Clause**

(2) 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 strict secrecy respecting all transactions of the Company with 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 matters 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 provisions in these Articles contained.

139. Subject to the provisions of the Act, Chairman and Managing Director, Whole-time Director and every Director, Manager, and other officer of the Company shall be indemnified by the Company against, and it shall be the duty of the Board to pay out of the funds of the Company all costs, losses, damages, and expenses which any such officer may incur or become liable to by reason of any contract entered into or act or thing done by him as such Director, Manager or other officer or servant, or in any way in the discharge of his duties including travelling expenses and in particular and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, Manager or other Officer in defending any proceeding whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted by the court. **Indemnity**

140. Subject to the provisions of the Act, no Director, or other Officer of the Company shall be liable for the acts, receipts, defaults or negligence of any other Director or Officer or for joining in any receipt or other act for conformity, or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by the other Directors for or on behalf of the company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of company shall be invested, or for any loss of damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own negligence, default, breach of duty or breach of trust. **Individual responsibility of directors**

Name of subscriber	Address, Description and occupation, if any	Signature of subscribers	Signature of witnesses and their addresses, description and occupation
1. President of India Through Sh. K.P. Mathrani S/o Shri Pribhdas Mathrani	Secretary, Ministry of Irrigation & Power, New Delhi for and on behalf of the President of India		
2. Sh K.G.R. Iyer S/o Shri K.S. Govindaswamy Iyer	Joint Secretary Ministry of Irrigation & Power, New Delhi		
3. Shri A. T. Bambawale S/o Shri T.A. Bambawale	Joint Secretary, Ministry of Finance, Deptt. of Economic Affairs, New Delhi		
4. Shri A. P. Seethapathy S/o Shri A. L. Padmanabha Iyer	Member, Central Water and Power Commission New Delhi		

Dated this 25th of July 1969